

Ross Donaldson M
Form 4
May 16, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ross Donaldson M

2. Issuer Name and Ticker or Trading Symbol
Bankrate, Inc. [RATE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BANKRATE, INC., 11760 US
HIGHWAY 1, SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Chief Revenue Officer

(Street)
NORTH PALM BEACH, FL 33408

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/14/2013		A	(A) or (D) V Amount (D) Price 45,000 (1) A \$ 0	317,891 (2)	D	
2013 Performance Shares (3)	05/14/2013		A	(A) or (D) V Amount (D) Price 45,000 (4) A \$ 0	45,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ross Donaldson M C/O BANKRATE, INC. 11760 US HIGHWAY 1, SUITE 200 NORTH PALM BEACH, FL 33408			SVP-Chief Revenue Officer	

Signatures

/s/ Edward J. DiMaria, as attorney-in-fact 05/16/2013

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Grant of 45,000 shares of restricted stock pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan, exempt under Rule 16b-3.
- (1) One-third of the restricted shares will vest on each of the first, second, and third anniversaries of the date of grant, subject to continued employment through such anniversary and also to full or partial acceleration of vesting in the event of certain terminations of employment or the occurrence of a change in control.
 - (2) Includes restricted shares.
 - (3) Grant of 45,000 performance shares pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan, exempt under Rule 16b-3. The actual number of shares of common stock that will vest will depend on the Company's financial performance in respect of the 2013 calendar year and could be as many as twice the number of performance shares initially granted or as few as zero shares. The shares will vest, subject to continued employment through the third anniversary of the date of grant and also to full or partial acceleration in the event of certain terminations of employment or the occurrence of a change in control.
 - (4) Represents the "target" number of shares of common stock. The actual number of shares that will vest could be less than or greater than the target number, depending on the level of performance achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.