

Fenton Noel J
 Form 5
 March 28, 2011

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Fenton Noel J
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
LoopNet, Inc. [LOOP]
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

3000 SAND HILL ROAD, BUILDING 4, SUITE 160
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

MENLO PARK, CA 94025
 (City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/03/2010 | Â | G5 ⁽¹⁾ | 4,783 D \$ 0 | 30,000 | I ⁽²⁾ | By The Fenton Family Trust |
| Common Stock | Â | Â | Â | Â Â Â | 1,446,577 | I | By Trinity Ventures VI, L.P. ⁽³⁾ |
| Common Stock | Â | Â | Â | Â Â Â | 16,220 | I | By Trinity Side-By-Side Fund, L.P. ⁽³⁾ |

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