

CNET NETWORKS INC

Form 4/A

January 31, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRIGGS BARRY

(Last) (First) (Middle)

235 SECOND STREET

(Street)

SAN FRANCISCO, CA 94105-3124

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CNET NETWORKS INC [CNET]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/22/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

FORMER PRESIDENT AND COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (D) | Price |

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

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information contained in this form are not
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SEC 1474
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|--------------------------------------|--|------------------|---------------------|---|---------|-----|---------------------|--------------------|-----------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to buy) | \$ 5.71 ⁽¹⁾ | 12/20/2006 | A ⁽¹⁾⁽²⁾ | | 146,250 | | ⁽²⁾⁽³⁾ | 06/24/2013 | Common Stock | 146,250 |
| Stock Option (right to buy) | \$ 10.89 ⁽¹⁾ | 12/20/2006 | A ⁽¹⁾⁽²⁾ | | 100,000 | | ⁽²⁾⁽⁴⁾ | 03/29/2014 | Common Stock | 100,000 |
| Stock Option (right to buy) | \$ 8.98 ⁽¹⁾ ⁽⁵⁾ | 12/20/2006 | A ⁽¹⁾⁽²⁾ | | 84,000 | | ⁽²⁾⁽⁶⁾ | 07/22/2014 | Common Stock | 84,000 |
| Stock Option (right to buy) | \$ 10.85 ⁽¹⁾ | 12/20/2006 | A ⁽¹⁾⁽²⁾ | | 20,000 | | ⁽²⁾⁽⁷⁾ | 12/21/2014 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRIGGS BARRY 235 SECOND STREET SAN FRANCISCO, CA 94105-3124 | | | FORMER PRESIDENT AND COO | |

Signatures

/s/ Delida Costin, attorney-in-fact for Barry Briggs
01/29/2007

____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).
- (1) The reporting person entered into an agreement, dated December 20, 2006 (the "Agreement"), with CNET Networks Inc. (the "Company") to have the exercise price of certain options granted to the reporting person reset to be equal to, and in no event less than, the fair market value of a share of the Company's common stock on the applicable accounting measurement date for the grant (collectively, the "Accounting Measurement Dates"). The Accounting Measurement Dates for these options (and the corresponding reset exercise prices) were determined by the Company on January 29, 2007. This amended Form 4 is being filed to report the amended exercise prices of all relevant stock options.
- (2) For Section 16 reporting purposes, only, the increases in option exercise prices are deemed to be a cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

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- (3) This option vested as to 25% of the shares subject to the option on June 24, 2004, and vests as to 1/48 of the shares subject to the option monthly thereafter.
- (4) This option vested as to 25% of the shares subject to the option on March 29, 2005, and vests as to 1/48 of the shares subject to the option monthly thereafter.
- (5) Represents no change of original exercise price.
- (6) This option vested as to 25% of the shares subject to the option on July 22, 2005, and vests as to 1/48 of the shares subject to the option monthly thereafter.
- (7) This option vested as to 25% of the shares subject to the option on December 21, 2005, and vests as to 1/48 of the shares subject to the option monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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