

BURNEY JON R  
Form 4  
August 28, 2008

**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 \*  
BURNEY JON R

(Last) (First) (Middle)  
3113 WOODCREEK DRIVE  
(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FTD Group, Inc. [FTD]

3. Date of Earliest Transaction (Month/Day/Year)  
08/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Gen Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
Common Stock	08/26/2008		D	(A) or (D) (2)	5,000 (1) 0	D	

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

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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)**

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 3	08/26/2008		D	19,999	<u>(3)</u> 09/30/2014	Common Stock	19,999
Stock Option (right to buy)	\$ 16.2	08/26/2008		D	40,000	<u>(4)</u> 08/14/2016	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNEY JON R 3113 WOODCREEK DRIVE DOWNERS GROVE, IL 60515			VP, Gen Counsel & Secretary	

## Signatures

Jandy Tomy,  
Attorney-in-Fact

08/28/2008

\*\*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) These shares of common stock include 4,000 shares of restricted stock granted under FTD's 2005 Amended and Restated Equity Incentive Award Plan, each of which represents a contingent right to receive shares of FTD common stock.  
  
Disposed of pursuant to an Agreement and Plan of Merger, dated as of April 30, 2008, as amended, by and among FTD Group, Inc. ("FTD"), United Online, Inc. ("United Online") and UNOLA Corp. (the "Merger") which provided for merger consideration of \$10.15 in cash, without interest, and 0.4087 of a share of United Online common stock for each share of FTD common stock (the "Merger Consideration"). The market value of United Online common stock on the effective date of the merger was \$10.93 per share.
  - (2) This option, provided for vesting as follows: 9,999 options vested on 06/30/08 and 10,000 options vested on 8/26/08. Upon the effective date of the Merger, the option was canceled in exchange for the Merger Consideration (as defined above), reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other.
  - (3) This option, provided for vesting as follows: 10,000 options vested on 06/30/08 and 30,000 options vested on 8/26/08. Upon the effective date of the Merger, the option was canceled in exchange for the Merger Consideration (as defined above), reduced ratably by the exercise

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price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other. All of these options were canceled on the effective date of the merger for no value.

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.