

VERTICALNET INC  
Form 4/A  
March 06, 2006

**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 \*  
**GODICK GENE S**

2. Issuer Name and Ticker or Trading Symbol  
**VERTICALNET INC [VERT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**400 CHESTERFIELD PARKWAY**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive VP & CFO**

**MALVERN, PA 19355**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/03/2006**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2006		A		113,143 (1)	A	\$ 0.01 (2)
					321,176 (4)	(3)	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODICK GENE S 400 CHESTERFIELD PARKWAY MALVERN, PA 19355			Executive VP & CFO	

## Signatures

/s/ Christopher G. Kuhn, power of attorney 03/06/2006

\_\_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) Award of Restricted Stock pursuant to 2000 Equity Compensation Plan. 100% of the grant vests on September 1, 2006 provided reporting person is a employee on that date.
- (2) Payable upon distribution of the shares.  
Includes: 113,143 shares of Common Stock that may be issued upon vesting of Restricted Stock; 100% of the 113,143 shares of Restricted Stock vest on September 1, 2006 provided the reporting person is an employee on that date; 19,122 shares of Common Stock that may be issued upon vesting of Restricted Stock; 9,561 shares of Restricted Stock vest on August 10, 2006 and February 10, 2007 provided the reporting person is an employee on those dates; 15,625 shares of Common Stock that may be issued upon vesting of Restricted Stock Units; 25% of the 15,625 Restricted Stock Units vests on May 5, 2006; 6.25% vests on the fifth day of every third month thereafter until and including May 5, 2009 provided reporting person is an employee on those dates; and 15,625 shares of Common Stock that may be issued on the vesting of Restricted Stock Units; 25% of the 15,625 Restricted Stock Units vests on September 8, 2006; 6.25% vests on the eighth day of every third month thereafter
- (4) until and including September 8, 2009 provided reporting person is an employee on those dates.

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.