

BLUE NILE INC
Form 4
May 04, 2011

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 *
CARLBORG W ERIC

(Last) (First) (Middle)

C/O BLUE NILE, INC., 411 FIRST AVENUE S., SUITE 700

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BLUE NILE INC [NILE]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2011

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)

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	05/02/2011		M		4,687 A \$ 20.22	5,687	D
Common Stock	05/02/2011		S		4,687 D \$ 58.5	1,000	D
Common Stock	05/02/2011		M		4,000 A \$ 30.18	5,000	D
Common Stock	05/02/2011		S		4,000 D \$ 58.5	1,000	D
Common Stock	05/02/2011		M		2,000 A \$ 31.74	3,000	D

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Common Stock	05/02/2011	S	2,000	D	\$ 58.5	1,000	D
Common Stock	05/02/2011	M	6,334	A	\$ 28.81	7,334	D
Common Stock	05/02/2011	S	6,334	D	\$ 58.5	1,000	D

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.22	05/02/2011	05/02/2011	M	4,687	<u>(1)</u> 02/01/2019	Common Stock	4,687
Stock Option (Right to Buy)	\$ 30.18	05/02/2011	05/02/2011	M	4,000	<u>(3)</u> 05/23/2016	Common Stock	4,000
Stock Option (Right to Buy)	\$ 31.74	05/02/2011	05/02/2011	M	2,000	<u>(4)</u> 05/23/2015	Common Stock	2,000
Stock Option (Right to Buy)	\$ 28.81	05/02/2011	05/02/2011	M	6,334	<u>(5)</u> 02/01/2015	Common Stock	6,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLBORG W ERIC C/O BLUE NILE, INC. 411 FIRST AVENUE S., SUITE 700 SEATTLE, WA 98104	X			

Signatures

/s/ Lauren Neiswender, Power of Attorney	05/04/2011
**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) One-forty eighth of the shares vest monthly beginning February 2, 2009.
 - (2) Not applicable.
 - (3) One-twelfth of the shares vest monthly beginning May 24, 2006.
 - (4) One-twelfth of the shares vest monthly beginning May 24, 2005.
 - (5) One-thirtieth of the shares vest monthly for twelve months beginning February 2, 2005, and one-sixtieth of the option shares vest monthly over the following thirty-six months.

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.