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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| ection 16. Form 4 or Form 5 oligations may continue. See | t to: |
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| | neck this box if no longer subjec ection 16. Form 4 or Form 5 pligations may continue. See struction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OWR APPRO | OVAL |
|-----------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average bur | den |
| hours per response. | 05 |

| | | | | 2. Issuer Name and Ticker or Trading Symbol <u>QUINSTREET, INC</u> [QNST] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|-------------------------|-------------------------|---------------|----------------|---|-----------------|--------------------------------|--------|--|-------------------|---------------|--|--|--|
| MCDONALL | <u>J JOHN G</u> | | | <u>11(011(LL1), 1</u> | | | X | Director | 10% 0 | Dwner | | | |
| (Last) 950 TOWER LA | (First) NE, 6TH FLOO | (Middle) R | | ate of Earliest Transa 1/2011 | uction (Month/D | ay/Year) | | Officer (give title below) | Other below | (specify) | | | |
| , | | | 4. If <i>i</i> | Amendment, Date of | Original Filed | (Month/Day/Year) | | idual or Joint/Grou | p Filing (Check A | pplicable | | | |
| (Street) FOSTER CITY | CA | 94404 | | | | | Line) | Form filed by On Form filed by Mo Person | | | | | |
| (City) | (State) | (Zip) | | | | | | Person | | | | | |
| | Ta | able I - Nor | n-Derivative | Securities Acq | uired, Disp | osed of, or Benefi | cially | Owned | | | | | |
| 4 Title of Committee | () | | 2 Troppostion | 24 Deemed | 2 | 4. Cooverition Approximated (A | 1 | E. Amount of | C. Ourmanahim | 7 Nature | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | ZA: Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | 4. Securities Disposed Of 5) | | | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------------------------------|---|---|---|--------------|----------------------------|---|---|
| | | | Code | v | Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4) | | | (1150.4) | | |
| Common Stock | 11/11/2011 | | Р | | 2,000 | Α | \$8.7 | 20,000 | Ι | by Trust |

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) | | Transaction of Code (Instr. Derivative | | Insaction de (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | | of Expiration D Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------|---|--|---|---------------------|--------------------|---|--|---|--|---|--|--|--|
| | | | | Code | v | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | |

Explanation of Responses:

<u>By: Daniel E. Caul For: John</u> <u>McDonald</u>

<u>11/15/2011</u>

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.