

# **AUTOBYTEL INC**

Reported by  
**SZATKOWSKI RICK**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 04/07/09 for the Period Ending 04/01/09

Address	18872 MACARTHUR BLVD SUITE 200 IRVINE, CA 92612-1400
Telephone	9492254500
CIK	0001023364
Symbol	ABTL
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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### INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *  <b>SZATKOWSKI RICK</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>4/1/2009</b>	3. Issuer Name and Ticker or Trading Symbol  <b>AUTOBYTEL INC [ABTL]</b>
(Last) (First) (Middle)  <b>18872 MACARTHUR BLVD., SUITE 200</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, Business Development /</b>	
(Street)  <b>IRVINE, CA 92612</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

#### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock (3)</b>	<b>25000</b>	<b>D</b>	

#### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option (Right to Buy)</b>	<b>(1)</b>	<b>6/21/2017</b>	<b>Common Stock</b>	<b>75000</b>	<b>\$4.18</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>(2)</b>	<b>9/29/2018</b>	<b>Common Stock</b>	<b>75000</b>	<b>\$1.06</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	<b>(4)</b>	<b>3/3/2019</b>	<b>Common Stock</b>	<b>75000</b>	<b>\$0.35</b>	<b>D</b>	

#### Explanation of Responses:

(1) 33 1/3% vested and became exercisable on 6/21/2008 and 1/36 shall vest and become exercisable at the end of each successive monthly anniversary thereafter for the following 24 months ending on the third anniversary.

- (2) 33 1/3% shall vest and become exercisable on 9/29/2009 and 1/36 shall vest and become exercisable at the end of each successive monthly anniversary thereafter for the following 24 months ending on the third anniversary.
- (3) Award to reporting person of restricted stock in transaction exempt under Rule 16b-3. Restrictions on 33 1/3% shall lapse on 9/29/2009 and restrictions on remaining restricted stock awarded shall lapse on 1/36 of the restricted stock awarded at the end of each successive monthly anniversary thereafter for the following 24 months ending on the third anniversary of the award date. Lapse of restrictions is contingent upon reporting person's continued employment with the Company.
- (4) Grant to reporting person of options to buy shares of common stock in transaction exempt under Rule 16b-3. 33 1/3% shall vest and become exercisable on 3/3/2010 and 1/36 shall vest and become exercisable at the end of each successive monthly anniversary thereafter for the following 24 months ending on the third anniversary of the grant date. In addition to the foregoing time vesting requirements, 1/3 of the options can be exercised only if the closing price of the Company's common stock exceeds two times the exercise price over a consecutive 30-day trading period; and 1/3 of the options can be exercised only if the closing price for the Company's common stock exceeds three times the exercise price over a consecutive 30-day trading period.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SZATKOWSKI RICK 18872 MACARTHUR BLVD. SUITE 200 IRVINE, CA 92612			SVP, Business Development	

**Signatures**

Glenn E. Fuller as attorney-in-fact for Richard Szatkowski

4/6/2009

\*\* 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 5(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.

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