

WOODRUM DOUGLAS N  
Form 4  
August 16, 2002

**Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

[ ] Check box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may  
continue. See  
instructions 1(b).

**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(f) of the  
Investment Company Act of 1940**

|  |         |          |  |   |  |   |  |  |
|--|---------|----------|--|---|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>Woodrum, Douglas N.</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>CNET Networks, Inc. (CNET)</b>             |   |  | 6. Relationship of Reporting Person(s)<br>to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10%<br>Owner<br><input checked="" type="checkbox"/> Officer (give <input type="checkbox"/> Other<br>(specify title below)<br>below)<br><br><b>Chief Financial Officer</b> |  |  |
| (Last)   | (First) | (Middle) | 3. I.R.S.<br>Identification<br>Number of<br>Reporting Person,<br>if an entity<br>(voluntary) | 4. Statement for<br>Month/Year<br><b>08/2002</b>  |  | 7. Individual or Joint/Group Filing<br>(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting<br>Person<br><input type="checkbox"/> Form filed by More than One<br>Reporting Person   |  |  |
| 235 Second Street  |         |          |  | 5. If Amendment, Date of<br>Original (Month/Year) |  |   |  |  |
| (Street)   |         |          | San Francisco, CA 94105  |   |  |   |  |  |
| (City)   | (State) | (Zip)    | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially<br/>Owned</b>  |   |  |   |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |          | 5. Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of<br>Month<br>(Instr. 3 and<br>4) | 6. Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|--|--------------------------------------|---|---|------------------|----------|--|---|---|
|                                    |  | Code                                 | V | Amount  | (A)<br>or<br>(D) | Price    |  |   |   |
| Common Stock                       | 08/14/2002                                 | P                                    |   | 400,000   | A                | \$0.6513 |  | D   |   |
| Common Stock                       | 08/14/2002                                 | P                                    |   | 80,000  | A                | \$0.6513 |  | I   | By wife   |
| Common Stock                       | 08/15/2002                                 | P                                    |   | 25,000  | A                | \$0.844  |  | D   |   |
| Common Stock                       | 08/16/2002                                 | P                                    |   | 50,000  | A                | \$1.2024 | 556,760  | D   |   |
| Common Stock                       | 08/16/2002                                 | P                                    |   | 50,000  | A                | \$1.2024 | 145,000  | I   | By wife   |

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 Instructions 4(b)(v).

Potential persons who are to respond to the collection of  
information contained in this form are not required to respond  
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(Over)  
SEC 1474 (3-99)

**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|--|

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|                    | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (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 Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) |
|--------------------|--|--------------------------------------|--------------------------------|---|--|-------------|--|-----------------|---|----------------------------|--|--|--|
|                    |  |                                      | Code                           | V | (A)  | (D)         | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |
| able<br>nated<br>e | \$37.40625   | 08/14/2002                           | S                              |   |  | \$1,325,000 | Immed.   | 03/01/2006      | Common Stock  | 32,749                     | \$558.33                                   | \$250,000  | D  |
| able<br>nated<br>e | \$37.40625   | 08/14/2002                           | S                              |   |  | \$675,000   | Immed.   | 03/01/2006      | Common Stock  | 18,045                     | \$558.33                                   | \$0  | I  |

Explanation of Responses:

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). /s/ Douglas N. Woodrum 08/16/2002  
 \*\*Signature of Reporting Person Date

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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