

BRISTOL WEST HOLDINGS INC

Form 4

March 28, 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 *
GUJRAL INDER JEET

2. Issuer Name **and** Ticker or Trading
 Symbol

BRISTOL WEST HOLDINGS INC
[BRW]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

120 WEST 87TH

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/24/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

NEW YORK, NY 10024

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/24/2006		X	110,823 A	\$ 3.83 110,823	I	By FireMark Partners, LLC ⁽¹⁾
Common Stock, par value \$0.01 per share	03/24/2006		J ⁽²⁾	22,662 D	\$ 18.73 88,161	I	By FireMark Partners, LLC ⁽¹⁾
Common Stock, par	03/28/2006		S	10,000 D	\$ 18.85 78,161	I	By FireMark

value
\$0.01 per
share

Partners,
LLC ⁽¹⁾

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)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Warrants (Right to Buy)	\$ 3.83	03/24/2006		X		110,823		08/23/2002 ⁽³⁾	07/23/2012	Common Stock	110,823

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUJRALINDER JEET 120 WEST 87TH NEW YORK, NY 10024		X		

Signatures

Alexis S. Oster, by Power of Attorney for Reporting
Person

03/28/2006

 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).

These securities are owned of record by FireMark Partners, LLC of which the Reporting Person is a member. Accordingly, the Reporting

(1) Person may be deemed to beneficially own these securities. The Reporting Person disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

(2) Payment of exercise price of warrants by withholding of securities by the issuer.

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- (3) Twenty-five percent of the warrants originally issued became exercisable in 12 equal monthly installments beginning on August 23, 2002 and 75% became exercisable based upon future services and performance by FireMark Partners, LLC.

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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