

BRISTOL WEST HOLDINGS INC

Form 4

July 05, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAILEY JEFFREY J

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)

5701 STIRLING ROAD

(Street)

DAVIE, FL 33314

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
07/03/2007

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

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

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 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	07/03/2007		D	144,285	D		

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 3.83	07/03/2007		D		260,760		<u>(2)</u>	03/31/2011	Common Stock	260,760
Employee Stock Option (right to buy)	\$ 3.83	07/03/2007		D		19,557		<u>(3)</u>	01/01/2012	Common Stock	19,557
Employee Stock Option (right to buy)	\$ 7.67	07/03/2007		D		8,149		<u>(4)</u>	05/01/2013	Common Stock	8,149
Employee Stock Option (right to buy)	\$ 20.91	07/03/2007		D		3,706		<u>(5)</u>	04/05/2014	Common Stock	3,706

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAILEY JEFFREY J 5701 STIRLING ROAD DAVIE, FL 33314	X		CEO and President	

Signatures

/s/ Richard W. Probert, by Power of Attorney for Reporting
Person

07/05/2007

****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).

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- (1) Disposed of pursuant to merger agreement between issuer, Farmers Group Inc. and BWH Acquisition Company in exchange for cash.
- (2) This option, which provided for vesting in five equal annual installments beginning March 31, 2002, was converted in the merger into the right to receive cash.
- (3) This option, which provided for vesting in two equal annual installments beginning January 1, 2003, was converted in the merger into the right to receive cash.
- (4) This option, which provided for vesting in two equal annual installments beginning May 1, 2004, was converted in the merger into the right to receive cash.
- (5) This option, which provided for vesting in two equal annual installments beginning April 5, 2005, was converted in the merger into the right to receive cash.

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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