

BOCA RESORTS INC
Form 4
December 14, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HUDSON HARRIS W

(Last) (First) (Middle)

450 EAST LAS OLAS
BLVD., SUITE 1500

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOCA RESORTS INC [RST]

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A common stock | 12/10/2004 | | D | | 300,000 | D | \$ 24 (1) | 0 | I | By Harris W. Hudson Limited Partnership |
| Class A common stock | 12/10/2004 | | D | | 91,000 | D | \$ 24 (1) | 0 | D | |

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

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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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 13.55 | 12/10/2004 | | D | 10,000 | <u>(2)</u> | 11/07/2013 | Class A Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 11.16 | 12/10/2004 | | D | 10,000 | <u>(3)</u> | 11/19/2012 | Class A Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 9.32 | 12/10/2004 | | D | 10,000 | <u>(4)</u> | 11/05/2011 | Class A Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 13.6875 | 12/10/2004 | | D | 10,000 | <u>(5)</u> | 11/02/2010 | Class A Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 9.5 | 12/10/2004 | | D | 10,000 | <u>(6)</u> | 11/15/2009 | Class A Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 10.375 | 12/10/2004 | | D | 10,000 | <u>(7)</u> | 11/17/2008 | Class A Common Stock | 20,000 |
| Employee Stock | \$ 19.125 | 12/10/2004 | | D | 10,000 | <u>(8)</u> | 11/17/2007 | Class A Common | 10,000 |

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(7) This option, which provided for vesting in four equal annual installments beginning 11/17/99, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$272,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, Inc. on the effective date of the merger (i.e., \$24 per share).

(8) This option, which provided for vesting in four equal annual installments beginning 11/17/98, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$48,750, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, Inc. on the effective date of the merger (i.e., \$24 per share).

(9) This option, which provided for vesting in four equal annual installments beginning 11/13/97, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$350,000, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, Inc. on the effective date of the merger (i.e., \$24 per share).

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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