

EGAN MICHAEL S  
Form 4  
December 14, 2004

**FORM 4**

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

OMB APPROVAL

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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 \*  
EGAN MICHAEL S

(Last) (First) (Middle)

450 EAST LAS OLAS BLVD., STE. 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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A common stock	12/10/2004		D	V	\$ 24 (1) 0	D	
Class A common stock	12/10/2004		D	V	\$ 24 (1) 0	I	Shares held by Mr. Egan's son

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

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SEC 1474  
(9-02)

number.

**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		20,000		<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

Option (right to buy)								Stock
Employee Stock Option (right to buy)	\$ 24.75	12/10/2004	D	25,000	<u>(9)</u>	04/23/2007	Class A Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGAN MICHAEL S 450 EAST LAS OLAS BLVD., STE. 1500 FORT LAUDERDALE, FL 33301		X		

## Signatures

/s/ Michael S.

Egan

12/14/2004

\_\_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).

- (1) Disposed of pursuant to an Agreement and Plan of Merger, dated as of October 20, 2004, between the Boca Resorts, Inc., Baton Holdings Inc. and Baton Acquisition Inc. in exchange for \$24 per share on the effective date of the merger.

- (2) This option, which provided for vesting in four equal annual installments beginning 11/07/04, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$104,500, 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).

- (3) This option, which provided for vesting in four equal annual installments beginning 11/19/03, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$128,400, 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).

- (4) This option, which provided for vesting in four equal annual installments beginning 11/05/02, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$146,800, 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).

- (5) This option, which provided for vesting in four equal annual installments beginning 11/02/01, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$103,125, 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).

- (6) This option, which provided for vesting in four equal annual installments beginning 11/15/00, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$145,000, 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).

(7)

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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 4/23/98, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$0.00, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.