

TRANSMONTAIGNE INC
Form 4
August 25, 2005

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 *
DIETLER CORTLANDT S

(Last) (First) (Middle)
1670 BROADWAY, SUITE 3100
(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRANSMONTAIGNE INC [TMG]

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2005

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)
Chairman

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 |
| Common Stock | 07/13/2005 | | C | | 2,246 | A | \$ 6.6 |
| Common Stock | 07/13/2005 | | C | | 149,696 | A | \$ 6.6 |
| Common Stock | | | | | 2,939 | I | By 401(k) Plan |
| Common Stock | | | | | 3,763 | I | By IRA |
| Common Stock | | | | | 351 | I | By Revocable Trust |

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Common Stock 2,000 I By Spouse

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) | Amount of Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Series B Convertible Preferred Stock | \$ 6.6 | 07/13/2005 | | C | 14.82 | <u>(1)</u> 08/16/2014 | Common Stock | 2,246 |
| Series B Preferred Stock | \$ 6.6 | 07/13/2005 | | C | 988 | <u>(2)</u> 06/28/2012 | Common Stock | 149,696 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| DIETLER CORTLANDT S 1670 BROADWAY SUITE 3100 DENVER, CO 80202 | X | | Chairman | |

Signatures

Cortlandt S Dietler 08/25/2005

**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).

(2) The reporting person elected to convert 988 shares of Series B Convertible Preferred Stock on July 13, 2005, at a conversion price of \$6.60 per share, resulting in his acquisition of 149,696 shares of common stock and receipt of cash consideration for the resultant fractional share of common stock based upon the average fair market value of the common stock for the thirty-day period prior to the conversion date.

(1) The reporting person elected to convert 14.82 shares of Series B Convertible Preferred Stock on July 13, 2005, at a conversion price of \$6.60 per share, resulting in his acquisition of 2,246 shares of common stock and receipt of cash consideration for the resultant fractional share of common stock based upon the average fair market value of the common stock for the thirty-day period prior to the conversion 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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