

INTERPOOL INC
Form 4/A
October 05, 2005

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 *
WITTEVEEN RAOUL J

(Last) (First) (Middle)
GRAVESTRAAT 4, 2242 HX
(Street)

WASSENAAR, P7
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERPOOL INC [IPX]

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2005

4. If Amendment, Date Original Filed (Month/Day/Year)
09/23/2005

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 09/23/2005 | 09/19/2005 | F | 284,881 D | \$ 17.99 3,287,548 ⁽²⁾ | D | |
| Common Stock | 09/23/2005 | 09/19/2005 | X | 500,000 A | \$ 10.25 3,787,548 ⁽³⁾ | D | |

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

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SEC 1474 (9-02)

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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 |
| Stock Options (Right to Buy) | \$ 10.25 | 09/23/2005 | | X | 500,000 | 03/17/1999 | 09/16/2008 | Common Stock | 500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WITTEVEEN RAOUL J GRAVESTRAAT 4 2242 HX WASSENAAR, P7 | | | X | |

Signatures

/s/ Raoul Witteveen 10/05/2005

**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).
- (1) The Consideration used by the Reporting Person for the exercise price of the Options was 284,881 shares of Common Stock at a price per share equal to \$17.99.
Includes 3,182, 849 shares held by the Reporting Person directly, 101,210 shares held by an exchange fund as to which the Reporting Person retains certain voting rights, 1,500 shares of which the Reporting Person's wife is the record owner and 1,989 shares representing the Reporting Person's interest in shares held by Kingstone Capital Group, LLC, a New Jersey limited liability company.
- (2) Includes 3,682,849 shares held by the Reporting Person directly, 101,210 shares held by an exchange fund as to which the Reporting Person retains certain voting rights, 1,500 shares of which the Reporting Person's wife is the record owner and 1,989 shares representing the Reporting Person's interest in shares held by Kingstone Capital Group, LLC, a New Jersey limited liability company.
- (3) Includes 3,682,849 shares held by the Reporting Person directly, 101,210 shares held by an exchange fund as to which the Reporting Person retains certain voting rights, 1,500 shares of which the Reporting Person's wife is the record owner and 1,989 shares representing the Reporting Person's interest in shares held by Kingstone Capital Group, LLC, a New Jersey limited liability company.

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.