

ISLE OF CAPRI CASINOS INC

Form 4

October 14, 2008

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

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 *
GOLDSTEIN BERNARD

2. Issuer Name and Ticker or Trading Symbol
ISLE OF CAPRI CASINOS INC [ISLE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 EMERSON ROAD, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2008

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

SAINT LOUIS, MO 63141

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V Amount (A) or (D) Price			
Common Stock					24,476	D	
Common Stock	10/08/2008		A	2,154 (1) A \$ 4.7	534,507	I	By trust
Common Stock	10/08/2008		A	2,683 (2) A \$ 4.7	537,190	I	By trust
Common Stock	10/08/2008		A	4,286 (3) A \$ 4.7	541,476	I	By trust
Common Stock	10/08/2008		A	4,581 (4) A \$ 4.7	546,057	I	By trust

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Common Stock	10/08/2008	A	1,647 (5)	A	\$ 4.7	547,704	I	By trust
Common Stock	10/08/2008	A	9,619 (6)	A	\$ 4.7	557,323	I	By trust
Common Stock	10/08/2008	A	7,481 (7)	A	\$ 4.7	564,804	I	By trust
Common Stock	10/08/2008	A	3,641 (8)	A	\$ 4.7	568,445	I	By trust

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

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SEC 1474
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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)	\$ 15.47	10/08/2008		D	55,000	09/15/2001	09/15/2010	Common Stock	55,000 (2)
Stock Options (Right to buy)	\$ 15.535	10/08/2008		D	37,500	10/08/2003	10/08/2012	Common Stock	37,500 (3)
Stock Options (Right to buy)	\$ 20.135	10/08/2008		D	50,500	10/16/2008	10/16/2017	Common Stock	50,500 (6)
Stock Options (Right to buy)	\$ 20.18	10/08/2008		D	14,000	10/07/2006	10/07/2015	Common Stock	14,000 (1)
Stock Options	\$ 20.27	10/08/2008		D	35,500	10/08/2005	10/08/2014	Common Stock	35,500 (4)

(Right to buy)

Stock Options (Right to buy)	\$ 20.55	10/08/2008	D	35,500	10/10/2004	10/10/2013	Common Stock	35,500 <u>(8)</u>
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Stock Options (Right to buy)	\$ 25.01	10/08/2008	D	50,500	10/28/2007	10/26/2016	Common Stock	50,500 <u>(7)</u>
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Stock Options (Right to buy)	\$ 24.54	10/13/2008	D	14,000	05/05/2006	05/05/2015	Common Stock	14,000 <u>(5)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN BERNARD 600 EMERSON ROAD SUITE 300 SAINT LOUIS, MO 63141	X			

Signatures

/s/Bernard Goldstein 10/10/2008

**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).

(8) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/10/2003. In exchange for the options, the reporting person received 3,641 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(7) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/16/2007. In exchange for the options, the reporting person received 7,481 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(6) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/16/2007. In exchange for the options, the reporting person received 9,619 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(4) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/8/2004. In exchange for the options, the reporting person received 4,581 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(2) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 9/15/2000. In exchange for the options, the reporting person received 2,683 of restricted stock. All shares of the restricted stock will

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generally vest on October 8,2011.

(3) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/8/2002. In exchange for the options, the reporting person received 4,286 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

(1) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/7/2005. In exchange for the options, the reporting person received 2,154 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

(5) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 5/5/2005. In exchange for the options, the reporting person received 1,647 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

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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