

INTERPOOL INC
 Form 144
 January 24, 2007

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

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute or executing a sale directly with a market maker.*

| | | | |
|---|---|----------------------------|---------------------|
| 1(a) NAME OF ISSUER (Please type or print) | | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. |
| INTERPOOL INC.. | | 13-3467669 | |
| 1(d) ADDRESS OF ISSUER | STREET | CITY | STATE |
| | 211 College Road East | Princeton | N.J. |
| 2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) SOCIAL SECURITY NO. OR IRS IDENT. NO. | (c) RELATIONSHIP TO ISSUER | (d) ADDRESS STREET |
| Witteveen Raoul J | N/A | 10% stockholder | Gravestraat |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3(a) | (b) | SEC USE ONLY | (c) | (d) | (e) |
|---|--|---------------------------|--|--|---|
| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold (See Instr. 3(c)) | Aggregate Market Value (See Instr. 3(d)) | Number of Shares or Other Units Outstanding (See Instr. 3(e)) |
| Common Stock | Auerbach Grayson & Co. 25 West 45 th Street New York, NY 10036 | | 26,000 | \$627,900 ¹ | 28,490 |

INSTRUCTIONS:

- | | |
|--|---|
| 1. (a) Name of issuer | 3. (a) Title of the class of securities to be sold |
| (b) Issuer's I.R.S. Identification Number | (b) Name and address of each broker through whom the securities are to be sold |
| (c) Issuer's S.E.C. file number, if any | (c) Number of shares or other units to be sold |
| (d) Issuer's address, including zip code | (d) Aggregate market value of the securities to be sold |
| (e) Issuer's telephone number, including area code | (e) Number of shares or other units of the class of securities to be sold as shown by the most recent report or statement published by the issuer |

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2. (a) Name of person for whose account the securities are to be sold (f) Approximate date on which the securities are to be sold
- (b) Such person's Social Security or I.R.S. identification number (g) Name of each securities exchange, if any, on which the securities are to be sold
- (c) Such person's relationship to the Issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (d) Such person's address, including zip code

¹ Based on the closing price of \$24.15 on January 22, 2007

SEC 1147 (9-93)

TABLE I [SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired | D |
|--------------------|-------------------|------------------------------------|--|-------------------------------|---|
| Common Stock | 2000 | Shares acquired on the open market | N/A. | 26,000 | |

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II [SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

January 23,2007
DATE OF NOTICE

/s/ Raoul J. Witteveen
(SIGNATURE)

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The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (9-93)
