#### BRISTOL WEST HOLDINGS INC

Form 4

December 02, 2004

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

burden hours per

response...

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ROTHKOPF ARTHUR J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BRISTOL WEST HOLDINGS INC [BRW]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

X Director 10% Owner Officer (give title Other (specify

316 MARKLE HALL

(Middle)

12/01/2004

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

below)

EASTON, PA 18042

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

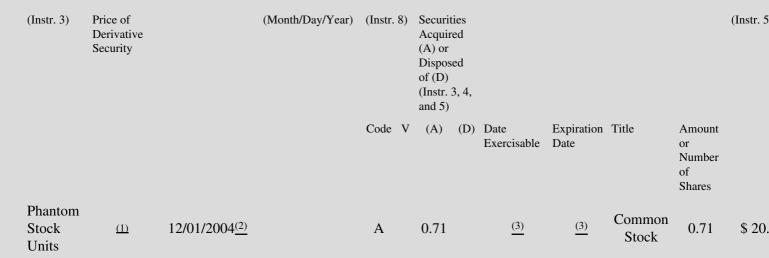
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price **Expiration Date Underlying Securities** Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof Derivat (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Security any Derivative

### Edgar Filing: BRISTOL WEST HOLDINGS INC - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTHKOPF ARTHUR J				
316 MARKLE HALL	X			
EASTON, PA 18042				

## **Signatures**

Alexis S. Oster, by power of attorney for Reporting 12/02/2004 Person.

\*\*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) Phantom Stock units convert to common share on a one-for-one basis.
- The transaction date is the date on which the Phantom Stock units were priced under the Bristol West Holdings, Inc. Non-Employee

  (2) Director's Deferred Compensation and Stock Award Plan and were credited to the reporting person's account within the Plan. These Phantom Stock units are from the reinvestment of dividends earned on the Phantom Stock units awarded pursuant to the Plan.
- These Phantom Stock units become payable per the election of the reporting person's termination of service as a director, subject to certain provisions and conditions as set forth in the Bristol West Holdings, Inc. Non-Employee Director's Deferred Compensation and Stock Award Plan.

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.

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