

OCM PRINCIPAL OPPORTUNITIES FUND II LP

Form 4

December 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

OCM PRINCIPAL
OPPORTUNITIES FUND II LP

(Last) (First) (Middle)

C/O OAKTREE CAPITAL
MANAGEMENT, LLC, 333
SOUTH GRAND AVENUE, 28TH
FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or TradingSymbol
INFRA SOURCE SERVICES INC
[IFS]

3. Date of Earliest Transaction

(Month/Day/Year)

11/28/2005

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)

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	(D)	Price

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

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SEC 1474
(9-02)

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

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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 or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option-right to buy	\$ 11.81	11/28/2005		A	20,000	<u>(1)</u> 11/28/2015	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCM PRINCIPAL OPPORTUNITIES FUND II LP C/O OAKTREE CAPITAL MANAGEMENT, LLC 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		

Signatures

OCM Principal Opportunities Fund II, L.P.; By: Oaktree Capital Management, LLC, its
General Partner

11/30/2005

__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) Options will vest and become exercisable as to 25% of the shares of Common Stock on each of the first four anniversaries of the date of grant.

(2) The report is filed by OCM Principal Opportunities Fund II, L.P., a ten percent owner of the Issuer. The reporting person is also a director of the Issuer by virtue of Michael Harmon and Christopher Brothers being directors of the Issuer. Mr. Harmon and Mr. Brothers are employees and Managing Directors of Oaktree Capital Management, LLC, the general partner of the reporting person ("Oaktree").

(3) The stock options reported herein have been granted by the Issuer to Mr. Harmon and Mr. Brothers, which are being reported on Form 4s for each of Mr. Harmon and Mr. Brothers. Pursuant to certain policies of Oaktree, neither Mr. Harmon nor Mr. Brothers can retain the reported stock options or the shares issued pursuant thereto. Although Mr. Harmon and Mr. Brothers remain the recordholders of the stock options, Mr. Harmon and Mr. Brothers are deemed to hold such options for the benefit of the reporting person. The reporting person may be deemed a beneficial owner of the securities reported herein. The reporting person hereby disclaims beneficial ownership of such stock options except to the extent of its pecuniary interest therein.

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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