

LAIDLAW INTERNATIONAL INC

Form 4

October 01, 2007

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DICKERSON JAMES**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**LAIDLAW INTERNATIONAL INC**  
**[LI]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**55 SHUMAN BLVD., SUITE 400**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/01/2007**

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

**NAPERVILLE, IL 60563**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price                                                                              |                                                          |                                                       |
| Common Stock                    | 10/01/2007                           |                                                    | D                              |                                                                   | 2,025  | D \$ 35.25 (1)                                                                                | 0                                                        | D                                                     |
| Common Stock                    | 10/01/2007                           |                                                    | D                              |                                                                   | 10,125 | D \$ 35.25 (2)                                                                                | 0                                                        | D                                                     |

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

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information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. I |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|------|
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |      |
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       |                                                                |                    |                                                                     |                                        |      |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 27.15                                                              | 10/01/2007                              |                                                             | D                                       | 6,750                                                                                                           | <u>(3)</u>                                                     | 09/01/2016         | Common<br>Stock                                                     | 6,750                                  | \$   |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 24.79                                                              | 10/01/2007                              |                                                             | D                                       | 6,750                                                                                                           | <u>(4)</u>                                                     | 09/01/2015         | Common<br>Stock                                                     | 6,750                                  | \$   |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 18.85                                                              | 10/01/2007                              |                                                             | D                                       | 6,750                                                                                                           | <u>(5)</u>                                                     | 12/08/2014         | Common<br>Stock                                                     | 6,750                                  | \$   |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 10.33                                                              | 10/01/2007                              |                                                             | D                                       | 6,750                                                                                                           | <u>(6)</u>                                                     | 09/10/2013         | Common<br>Stock                                                     | 6,750                                  | \$   |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| DICKERSON JAMES<br>55 SHUMAN BLVD.<br>SUITE 400<br>NAPERVILLE, IL 60563 | X             |           |         |       |

## Signatures

Beth Byster Corvino as Attorney-in-Fact for James  
Dickerson

10/01/2007

\_\_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).

Disposed of pursuant to the Agreement and Plan of Merger, dated as of February 8, 2007, among Laidlaw International, Inc., FirstGroup Acquisition Corporation (formerly known as Fern Acquisition Vehicle Corporation) and FirstGroup plc in exchange for the right to receive \$35.25 per share.

(1) Pursuant to the Agreement and Plan of Merger, dated as of February 8, 2007, among Laidlaw International, Inc., FirstGroup Acquisition Corporation (formerly known as Fern Acquisition Vehicle Corporation) and FirstGroup plc, at the effective time of the merger, each restricted share of Laidlaw common stock became fully vested and converted into the right to receive \$35.25 per share.

(2) This option, which provided for vesting in three (3) equal annual installments beginning September 1, 2007, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$35.25 per share, multiplied by the number of shares subject to the option.

(3) This option, which provided for vesting in three (3) equal annual installments beginning September 1, 2006, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$35.25 per share, multiplied by the number of shares subject to the option.

(4) This option, which provided for vesting in three (3) equal annual installments beginning December 8, 2005, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$35.25 per share, multiplied by the number of shares subject to the option.

(5) This option, which provided for vesting in three (3) equal annual installments beginning September 10, 2004, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$35.25 per share, multiplied by the number of shares subject to the option.

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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