

CODE ANDREW W

Form 4

January 11, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CODE ANDREW W

(Last) (First) (Middle)

109 NORTH PARK BLVD., 4TH
FLOOR

(Street)

COVINGTON, LA 70433

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
SCP POOL CORP [POOL]

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

01/09/2006

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	(A) or (D)	Price			
Common Stock	01/09/2006		M ⁽¹⁾		9,492	A	\$ 2.0083	9,492	I	By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾		9,492	A	\$ 3.251	18,984	I	By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾		9,490	A	\$ 3.4567	28,474	I	By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾		9,563	A	\$ 10.3289	38,037	I	By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾		6,375	A	\$ 13.3067	44,412	I	By Ltd Partnership

Edgar Filing: CODE ANDREW W - Form 4

Common Stock	01/09/2006	M ⁽¹⁾	6,375	A	\$ 11.9778	50,787	I	By Ltd Partnership
Common Stock	01/09/2006	M ⁽¹⁾	4,250	A	\$ 21.6667	55,037	I	By Ltd Partnership
Common Stock	01/09/2006	M ⁽¹⁾	9,492	A	\$ 6.7259	64,529	I	By Ltd Partnership
Common Stock	01/09/2006	J ⁽²⁾	9,492	D	\$ 2.0083	55,037	I	By Ltd Partnership
Common Stock	01/09/2006	J ⁽²⁾	9,492	D	\$ 3.251	45,545	I	By Ltd Partnership
Common Stock	01/09/2006	J ⁽²⁾	9,490	D	\$ 3.4568	36,055	I	By Ltd Partnership
Common Stock	01/09/2006	J ⁽²⁾	9,492	D	\$ 6.7259	26,563	I	By Ltd Partnership
Common Stock	01/09/2006	J ⁽²⁾	9,563	D	\$ 10.3288	17,000	I	By Ltd Partnership
Common Stock	01/09/2006	J ⁽²⁾	6,375	D	\$ 13.3066	10,625	I	By Ltd Partnership
Common Stock	01/09/2006	J ⁽²⁾	6,375	D	\$ 11.9778	4,250	I	By Ltd Partnership
Common Stock	01/09/2006	J ⁽²⁾	4,250	D	\$ 21.6667	0	I	By Ltd Partnership
Common Stock						84,879	D	
Common Stock						6,831	I	By Custodian For Child

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Security (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---

Edgar Filing: CODE ANDREW W - Form 4

					Date Exercisable	Expiration Date	Title	Am or Nun of Sha
			Code	V (A) (D)				
Non-Employee Director Stock Option (Right to Buy)	\$ 2.0083	01/09/2006	<u>M</u> (1)	9,492	05/07/1998	05/07/2007	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 3.251	01/09/2006	<u>M</u> (1)	9,492	05/13/1999	05/13/2008	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 3.4567	01/09/2006	<u>M</u> (1)	9,490	05/13/2000	05/13/2009	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 6.7259	01/09/2006	<u>M</u> (1)	9,492	05/10/2001	05/10/2010	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 10.3289	01/09/2006	<u>M</u> (1)	9,563	05/09/2002	05/09/2011	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 13.3067	01/09/2006	<u>M</u> (1)	6,375	05/10/2003	05/10/2012	Common Stock	6,3
Non-Employee Director Stock Option (Right to Buy)	\$ 11.9778	01/09/2006	<u>M</u> (1)	6,375	05/06/2004	02/11/2013	Common Stock	6,3
Non-Employee Director Stock Option (Right to Buy)	\$ 21.6667	01/09/2006	<u>M</u> (1)	4,250	05/10/2005	02/09/2014	Common Stock	4,2
Non-Employee Director Stock Option (Right to Buy)	\$ 6.7259				05/10/2001	05/10/2010	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 10.3289				05/09/2002	05/09/2011	Common Stock	9,4
	\$ 13.3067				05/10/2003	05/10/2012		6,3

Non-Employee Director Stock Option (Right to Buy)				Common Stock	
Non-Employee Director Stock Option (Right to Buy)	\$ 11.9778	05/06/2004	02/11/2013	Common Stock	6,
Non-Employee Director Stock Option (Right to Buy)	\$ 21.6667	05/10/2005	02/09/2014	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CODE ANDREW W 109 NORTHPARK BLVD. 4TH FLOOR COVINGTON, LA 70433	X			

Signatures

By: Craig K. Hubbard 01/11/2006

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) CHS Management, LP, a partnership of which the Reporting Person is a general partner, exercised the above listed Non-Employee Director Stock Options and distributed the underlying shares of the Issuer's Common Stock to certain of its partners. All 64,529 shares were distributed to persons other than the Reporting Person. The Reporting Person expressly disclaims beneficial ownership in such 64,529 shares of the Issuer's Common Stock distributed to other persons.
- (2) Transfer of shares to another person, not the Reporting Person

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.