

SCP POOL CORP
Form 4
October 26, 2005

FORM 4

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

OMB APPROVAL

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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

(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)
10/24/2005

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)
Common Stock	10/24/2005		J ⁽¹⁾	9,492 A	\$ 1.15 115,387	D	
Common Stock	10/24/2005		J ⁽¹⁾	9,492 A	\$ 1.49 124,879	D	
Common Stock	10/24/2005		M ⁽²⁾	18,984 A	\$ 1.15 18,984	I	By Ltd Partnership
Common Stock	10/24/2005		M ⁽²⁾	18,984 A	\$ 1.49 37,968	I	By Ltd Partnership
Common Stock	10/24/2005		J ⁽¹⁾	9,492 D	\$ 1.15 28,476	I	By Ltd Partnership

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Common Stock	10/24/2005	<u>J</u> ⁽¹⁾	9,492	D	\$ 1.49	18,984	I	By Ltd Partnership
Common Stock	10/24/2005	<u>J</u> ⁽³⁾	9,492	D	\$ 1.15	9,492	I	By Ltd Partnership
Common Stock	10/24/2005	<u>J</u> ⁽³⁾	9,492	D	\$ 1.49	0	I	By Ltd Partnership
Common Stock						6,831 ⁽⁴⁾	I	By Custodian For Child

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

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-Employee Director Stock Option (Right to Buy)	\$ 1.15	10/24/2005		<u>M</u> ⁽²⁾	18,984	03/25/1997 03/25/2006	Common Stock	1	
Non-Employee Director Stock Option (Right to Buy)	\$ 1.49	10/24/2005		<u>M</u> ⁽²⁾	18,984	05/08/1997 05/08/2006	Common Stock	1	

Reporting Owners

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

COVINGTON, LA 70433

Signatures

By: Craig K.
Hubbard

10/26/2005

__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) Transfer of shares to the Reporting Person directly.

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, 9,492 shares from

(2) each option exercise (18,984 shares in total) were distributed to persons other than the Reporting Person. 9,482 shares from each option exercise were distributed to the Reporting Person in exchange for payment of the exercise price. The Reporting Person expressly disclaims beneficial ownership in such 18,984 shares of the Issuer's Common Stock distributed to other persons.

(3) Transfer of shares to another person, not the Reporting Person

(4) Responses reflect the three-for-two split of the Issuer's Common Stock effected September 10, 2004.

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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