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

BRISTOL WE Form 4 July 05, 2006	EST HOLDING	S INC	Ū							
FORM	Δ								PPROVAL	
-	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287	
Check this if no longer subject to	r STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							January 31, 2005 average	
Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruc 1(b).	Filed pur ue. Section 17(		Public U	16(a) of tl						
(Print or Type Re	sponses)									
1. Name and Ad HENNESSY	Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			BRISTOL WEST HOLDINGS INC [BRW]				(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HADDONFI	ELD, NJ 08033						Form filed by Person	More than One R	leporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
	Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) or of (D)	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	(Instr. 3 and 4)			
Reminder: Repor	t on a separate line	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who res nation cont red to respo	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8	or Dia (D) (Instr	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Inst	
				Code	V (A	) (D)	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	06/30/2006 <u>(2)</u>		A	695.	.66	(3)	(3)	Common Stock	695.66	\$ 1

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>					
1 0	Director	10% Owner	Officer	Other	
HENNESSY MARY R 651 CLINTON AVENUE HADDONFIELD, NJ 08033	Х				
Signatures					

/s/ Alexis S. Oster, by Power of Attorney for Reporting Person

<u>\*\*</u>Signature of Reporting Person

07/05/2006

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 stock on a one-for-one basis for whole shares of Common Stock.
- (2) The transaction date is the date on which the units, in accordance with the Bristol West Holdings, Inc. Non-Employee Directors? Deferred Compensation and Stock Award Plan, were earned by the reporting person.

These Phantom Stock Units become payable per the election of the reporting person or upon the reporting person?s termination of service(3) as a director, subject to certain provisions and conditions set forth in the Bristol West Holdings, Inc. Non-Employee Directors? 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.