

LABRANCHE & CO INC
Form 4
February 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
HAYWARD ALFRED O JR

(Last) (First) (Middle)

C/O LABRANCHE & CO INC., 120 BROADWAY 34TH FLOOR

(Street)

NEW YORK, NY 10271

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LABRANCHE & CO INC [LAB]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2005

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)
CEO of LaBranche & Co LLC

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| "LAB" Common Stock | 02/15/2005 | | J(1) | | 359,293 (1) | D | 1,522,175 |

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)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAYWARD ALFRED O JR C/O LABRANCHE & CO INC. 120 BROADWAY 34TH FLOOR NEW YORK, NY 10271 | X | | CEO of LaBranche & Co LLC | |

Signatures

Alfred O.
Hayward, Jr

02/17/2005

**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) In February 2002, Reporting Person had entered into a prepaid forward contract with DECS Trust IX (the Trust) pursuant to which he deposited 359,293 shares of LAB Common Stock into the Trust for an aggregate of \$24.24 per share. Concurrently therewith, the Trust publicly issued DECS securities, each of which entitled the holder to receive LAB Common Stock or cash upon termination of the Trust between February 15 and May 15, 2005, depending on the public trading price of LAB common stock at that time. Because the price of LAB Common Stock was less than \$31.580 per share on February 15, 2005, the date the Trust terminated, each holder of a DECS was entitled to receive one share of LAB common stock, or the cash equivalent, for each DECS owned. Reporting Person, therefore, was required to deliver 359,273 shares of LAB Common Stock, or the cash equivalent, on February 15, 2005. Prior to February 15, 2005, Reporting Person continued to beneficially own these shares of LAB Common Stock.

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.