

MCGILL WILLIAM H JR
Form 4
December 14, 2007

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 *
MCGILL WILLIAM H JR

2. Issuer Name and Ticker or Trading Symbol
MARINEMAX INC [HZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18167 U.S. HIGHWAY 19
NORTH, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Chairman, and CEO

CLEARWATER, FL 33764

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/12/2007 | | D | | 30,000 | D (1) | \$ 0 |
| Common Stock | 12/12/2007 | | D | | 70,000 | D (2) | \$ 0 |
| Common Stock | 12/12/2007 | | A | | 30,000 (3) | A (1) | \$ 0 |
| Common Stock | 12/12/2007 | | A | | 70,000 (3) | A (2) | \$ 0 |

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

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGILL WILLIAM H JR 18167 U.S. HIGHWAY 19 NORTH SUITE 300 CLEARWATER, FL 33764 | X | | President, Chairman, and CEO | |

Signatures

Jack P. Ezzell,
Attorney-in-Fact

12/14/2007

**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).

(1) On December 2, 2004, the Issuer granted 30,000 shares of common stock to the Reporting person subject to certain vesting requirements (the "Restricted Stock"). The Reporting Person and the Issuer entered into an agreement effective as of December 12, 2007, pursuant to which the Reporting Person exchanged the Restricted Stock for 30,000 Restricted Stock Units on the same terms and conditions.

(2) On November 2, 2005, the Issuer granted 70,000 shares of common stock to the Reporting person subject to certain vesting requirements (the "Restricted Stock"). The Reporting Person and the Issuer entered into an agreement effective as of December 12, 2007, pursuant to which the Reporting Person exchanged the Restricted Stock for 70,000 Restricted Stock Units on the same terms and conditions.

(3) Each Restricted Stock Unit represents the right to receive one share of the Issuer's common stock. The shares underlying the Restricted Stock Units will vest on December 2, 2008, subject to the Reporting Person's continuous service with the Issuer.

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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