Gross Richard Warren Form 4 December 05, 2005

# 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

**SECURITIES** 

obligations may continue. See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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(b).

(Last)

1. Name and Address of Reporting Person \* Gross Richard Warren

(First)

C/O INTERPOOL, INC., 211

**COLLEGE ROAD EAST** 

2. Issuer Name and Ticker or Trading Symbol

INTERPOOL INC [IPX]

3. Date of Earliest Transaction

(Month/Day/Year) 11/18/2005

(Street)

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner X\_ Officer (give title Other (specify below) below)

**Executive Vice President** 

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PRINCETON, NJ 08540

(City) (State) (Zip)

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

#### Edgar Filing: Gross Richard Warren - Form 4

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Title

Date

Amor Num Share

100

Common

 Stock
 Option
 \$ 18.77
 11/18/2005
 A
 100,000
 11/18/2005
 Common Stock

(Right to Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gross Richard Warren C/O INTERPOOL, INC. 211 COLLEGE ROAD EAST PRINCETON, NJ 08540

**Executive Vice President** 

## **Signatures**

/s/ Richard W. 11/22/2005 Gross

\*\*Signature of Date Reporting Person

### **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) The stock options are fully vested.
- (2) The stock options were granted in connection with the termination of stock appreciation rights previously granted to the executive relating to an equivalent number of shares.

#### **Remarks:**

The Reporting Person previously made Form 4 filings under the CIK number 0001037536 on March 25, 2005 and August 12,

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.

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