

ANGELICA CORP /NEW/

Form 4

August 05, 2008

**FORM 4****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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FREY STEVEN L**

(Last) (First) (Middle)

**ANGELICA CORPORATION, 424  
SOUTH WOODS MILL ROAD**

(Street)

**CHESTERFIELD, MO 63017-3406**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ANGELICA CORP /NEW/ [AGL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/04/2008**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP, General Counsel &amp; Sec.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	08/04/2008		D	(A) or (D) 20,214 (1) (2)	\$ 22 0	D	

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  
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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.125	08/04/2008		D	10,000	<u>(3)(8)</u> 03/01/2009	Common	10,000
Employee Stock Option (Right to Buy)	\$ 7.25	08/04/2008		D	15,000	<u>(4)(8)</u> 05/23/2010	Common	15,000
Employee Stock Option (Right to Buy)	\$ 10.95	08/04/2008		D	3,000	<u>(5)(8)</u> 08/28/2011	Common	3,000
Employee Stock Option (Right to Buy)	\$ 16.325	08/04/2008		D	8,000	<u>(6)(8)</u> 08/05/2012	Common	8,000
Employee Stock Option (Right to Buy)	\$ 19.36	08/04/2008		D	12,000	<u>(7)(8)</u> 08/27/2013	Common	12,000
Employee Stock Option (Right to Buy)	\$ 32.88	08/04/2008		D	10,000	07/27/2005 <sup>(9)</sup> 01/28/2015	Common	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FREY STEVEN L  
ANGELICA CORPORATION  
424 SOUTH WOODS MILL ROAD  
CHESTERFIELD, MO 63017-3406

VP,  
General  
Counsel &  
Sec.

## Signatures

/s/ Steven L.  
Frey

08/04/2008

\_\_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) Includes 106 shares acquired pursuant to Angelica Corporation Dividend Reinvestment Plan since the reporting person's last ownership report.
- (2) In connection with the merger of Clothesline Acquisition Corporation with and into the Issuer, shares of the Issuer's common stock were converted into the right to receive \$22.00 per share, without interest.
- (3) This option provided for vesting in four equal annual installments beginning March 1, 2000.
- (4) This option provided for vesting in four equal annual installments beginning May 23, 2001.
- (5) This option provided for vesting in four equal annual installments beginning August 28, 2002.
- (6) This option provided for vesting in four equal annual installments beginning August 5, 2003.
- (7) This option provided for vesting in four equal annual installments beginning August 27, 2004.

The above options were tendered by the Reporting Person to the Issuer in connection with the Offer to Purchase for Cash All Outstanding Options to Purchase Shares of Common Stock with an Exercise Price of Less than \$22.00 per Share (such Offer, an exhibit to the Schedule TO initially filed by the Issuer with the Commission on July 3, 2008), which Offer expired on August 4, 2008. All tendered

- (8) options were cancelled and the Issuer paid to the Reporting Person with respect to each separate option grant a cash amount, without interest and less any applicable tax withholdings, of the "spread value" of such option grant, which is the product of (a) the excess of \$22.00 over the per share exercise price of such option multiplied by (b) the aggregate number of shares of the Issuer's common stock issuable upon exercise of such option.

- These options were tendered by the Reporting Person to the Issuer in connection with the Offer to Purchase for Cash Up To 91,463 Shares of Common Stock with an Exercise Price of Greater than \$22.00 per Share (such Offer, an exhibit to the Schedule TO initially filed by the Issuer with the Commission on July 3, 2008), which Offer expired on August 4, 2008. All tendered options were cancelled and the Issuer paid to the Reporting Person with respect to the option grant a cash amount, without interest and less any applicable tax withholdings, for each "out-of-the-money" option, \$0.82 multiplied by the number of shares of the Issuer's common stock issuable upon exercise of such option.
- (9)

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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