

BRISTOL WEST HOLDINGS INC
Form 4
March 28, 2006

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 *
GUJRAL INDER JEET

2. Issuer Name and Ticker or Trading Symbol
BRISTOL WEST HOLDINGS INC [BRW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
120 WEST 87TH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2006

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

NEW YORK, NY 10024
(City) (State) (Zip)

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

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) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock, par value \$0.01 per share | 03/24/2006 | | X | 110,823 | A | \$ 3.83 | 110,823 | I | By FireMark Partners, LLC ⁽¹⁾ |
| Common Stock, par value \$0.01 per share | 03/24/2006 | | J ⁽²⁾ | 22,662 | D | \$ 18.73 | 88,161 | I | By FireMark Partners, LLC ⁽¹⁾ |
| Common Stock, par | 03/28/2006 | | S | 10,000 | D | \$ 18.85 | 78,161 | I | By FireMark |

value
\$0.01 per
share

Partners,
LLC ⁽¹⁾

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.

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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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security (Instr. 3 and 4) |
| Warrants (Right to Buy) | \$ 3.83 | 03/24/2006 | | X | 110,823 | 08/23/2002 ⁽³⁾ 07/23/2012 | Common Stock | 110,823 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GUJRAL INDER JEET 120 WEST 87TH NEW YORK, NY 10024 | | X | | |

Signatures

Alexis S. Oster, by Power of Attorney for Reporting Person 03/28/2006

**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).

These securities are owned of record by FireMark Partners, LLC of which the Reporting Person is a member. Accordingly, the Reporting

(1) Person may be deemed to beneficially own these securities. The Reporting Person disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

(2) Payment of exercise price of warrants by withholding of securities by the issuer.

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- (3) Twenty-five percent of the warrants originally issued became exercisable in 12 equal monthly installments beginning on August 23, 2002 and 75% became exercisable based upon future services and performance by FireMark Partners, LLC.

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.