

FTD Group, Inc.
Form 4
July 18, 2006

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
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLFE CARRIE A

(Last) (First) (Middle)

3113 WOODCREEK DRIVE

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FTD Group, Inc. [FTD]

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

07/14/2006

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)

Chief Accounting Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/14/2006		M		25,000	A	\$ 3 25,000
Common Stock	07/14/2006		M		25,000	A	\$ 3 50,000
Common Stock	07/14/2006		M		41,667	A	\$ 3 91,667
Common Stock	07/14/2006		S		1,300	D	\$ 14.06 90,367
Common Stock	07/14/2006		S		1,400	D	\$ 14.05 88,967

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Common Stock	07/14/2006	S	9,500	D	\$ 14	79,467	D
Common Stock	07/14/2006	S	400	D	\$ 13.99	79,067	D
Common Stock	07/14/2006	S	2,000	D	\$ 13.98	77,067	D
Common Stock	07/14/2006	S	6,200	D	\$ 13.97	70,867	D
Common Stock	07/14/2006	S	6,000	D	\$ 13.96	64,867	D
Common Stock	07/14/2006	S	39,000	D	\$ 13.95	25,867	D
Common Stock	07/14/2006	S	4,600	D	\$ 13.94	21,267	D
Common Stock	07/14/2006	S	11,600	D	\$ 13.93	9,667	D
Common Stock	07/14/2006	S	6,200	D	\$ 13.92	3,467	D
Common Stock	07/14/2006	S	3,467	D	\$ 13.91	0	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3	07/14/2006		M		25,000		06/30/2005 ⁽¹⁾	09/30/2014	Common Stock	25,000

Stock Option (right to buy)	\$ 3	07/14/2006	M	25,000	06/30/2006 ⁽¹⁾	09/30/2014	Common Stock	25,000
Stock Option (right to buy)	\$ 3	07/14/2006	M	41,667	08/08/2005	09/30/2014	Common Stock	41,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFE CARRIE A 3113 WOODCREEK DRIVE DOWNERS GROVE, IL 60515	X		Chief Accounting Officer	

Signatures

Jandy Tomy,
attorney-in-fact

07/18/2006

____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).

(1) Options vest in five (5) annual installments of 20% of the shares covered by the option, commencing on June 30, 2005.

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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