

ONDECK JOHN
Form 4
March 21, 2006

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 *
ONDECK JOHN

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)
5701 STIRLING ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2006

____ Director
 Officer (give title below) Sr. VP CIO
____ 10% Owner
____ Other (specify below)

DAVIE, FL 33314

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	03/17/2006		M	6,061	A \$ 3.83	48,809	D
Common Stock, par value \$0.01 per share	03/17/2006		S	561	D \$ 18.82	48,248	D
Common Stock, par value \$0.01 per share	03/17/2006		S	5,500	D \$ 18.79	42,748	D

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

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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)

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 or Value of Underlying Securities (Instr. 3 and 4)
Employee Stock option (right to buy)	\$ 3.83	03/17/2006		M	6,061	(1) (2)	Common Stock, par value \$0.01 per share	6,061

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONDECK JOHN 5701 STIRLING ROAD DAVIE, FL 33314			Sr. VP CIO	

Signatures

Alexis S. Oster, by power of attorney for the Reporting Person
 Signature: _____ Date: 03/21/2006

**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) The exercised options became exercisable on May 1, 2003.
- (2) The exercised options have an expiration date of May 1, 2012.
- (3) Conversion/exercise of a derivative security.

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- Includes 7,499 options which became exercisable on May 1, 2003, 13,560 options which became exercisable on May 1, 2004, 13,560 (4) options which became exercisable on May 1, 2005. The remaining options become exercisable in two equal installments on May 1, 2006 and May 1, 2007.

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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