

DUFFY DON P
Form 4
January 14, 2005

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 *
DUFFY DON P

2. Issuer Name and Ticker or Trading Symbol
ONYX ACCEPTANCE CORP
[ONYX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
27051 TOWNE CENTRE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2005

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

FOOTHILLS RANCH, CA 92610
(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)
			Code	V	Amount or Price		
Common Stock	01/11/2005		X(2)		2	A	\$ 5.75 152,094 D
Common Stock	01/11/2005		X(2)		498	A	\$ 3.38 152,592 D
Common Stock	01/11/2005		X(2)		1,162	A	\$ 5.75 153,754 D
Common Stock	01/11/2005		X(2)		1,562	A	\$ 3.5 155,316 D
Common Stock	01/11/2005		X(2)		1,837	A	\$ 11.75 157,153 D

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Common Stock	01/11/2005	X ⁽²⁾	2,271	A	\$ 5.5	159,424	D	
Common Stock	01/11/2005	X ⁽²⁾	2,605	A	\$ 3.66	162,029	D	
Common Stock	01/11/2005	X ⁽²⁾	5,625	A	\$ 3.76	167,654	D	
Common Stock	01/11/2005	X ⁽²⁾	10,372	A	\$ 11.75	178,026	D	
Common Stock	01/11/2005	X ⁽²⁾	10,417	A	\$ 2.7	188,443	D	
Common Stock	01/11/2005	X ⁽²⁾	21,186	A	\$ 5.75	209,629	D	
Common Stock	01/11/2005	D ⁽¹⁾	209,629	D	\$ 28	0	D	
Common Stock	01/11/2005	D ⁽¹⁾	3,668	D	\$ 28	0	I	By Managed Account (401(k) Plan)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to purchase)	\$ 5.75	01/11/2005		X ⁽²⁾	2	⁽²⁾	01/02/2008	Common Stock	2
Stock Options	\$ 3.38	01/11/2005		X ⁽²⁾	498	⁽²⁾	05/22/2010	Common Stock	498

(right to purchase)									
Stock Options (right to purchase)	\$ 5.75	01/11/2005	X ⁽²⁾	1,162	<u>(2)</u>	01/02/2006	Common Stock	1,162	
Stock Options (right to purchase)	\$ 3.5	01/11/2005	X ⁽²⁾	1,562	<u>(2)</u>	09/22/2010	Common Stock	1,562	
Stock Options (right to purchase)	\$ 11.75	01/11/2005	X ⁽²⁾	1,837	<u>(2)</u>	01/02/2014	Common Stock	1,837	
Stock Options (right to purchase)	\$ 5.5	01/11/2005	X ⁽²⁾	2,271	<u>(2)</u>	02/23/2009	Common Stock	2,271	
Stock Options (right to purchase)	\$ 3.66	01/11/2005	X ⁽²⁾	2,605	<u>(2)</u>	05/23/2011	Common Stock	2,605	
Stock Options (right to purchase)	\$ 3.76	01/11/2005	X ⁽²⁾	5,625	<u>(2)</u>	06/19/2012	Common Stock	5,625	
Stock Options (right to purchase)	\$ 11.75	01/11/2005	X ⁽²⁾	10,372	<u>(2)</u>	01/02/2014	Common Stock	10,372	
Stock Options (right to purchase)	\$ 2.7	01/11/2005	X ⁽²⁾	10,417	<u>(2)</u>	02/03/2013	Common Stock	10,417	
Stock Options (right to purchase)	\$ 5.75	01/11/2005	X ⁽²⁾	21,186	<u>(2)</u>	01/03/2008	Common Stock	21,186	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		EVP and CFO	

DUFFY DON P
27051 TOWNE CENTRE DRIVE
FOOTHILLS RANCH, CA 92610

Signatures

/s/ DON P.

DUFFY

01/13/2005

 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).

The shares of common stock were disposed of pursuant to the Agreement and Plan of Merger by and among Capital One Auto Finance,

(1) Inc., Foothill Services Corporation and Onyx Acceptance Corporation, dated as of September 20, 2004, in exchange for cash equal to \$28.00 per share.

The options, to the extent not already vested, were deemed vested and exercisable immediately prior to the effectiveness of the merger of

(2) Foothill Services Corporation with and into Onyx Acceptance Corporation (the "Effective Time"). The options were deemed exercised immediately prior to the Effective Time.

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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