

DUFFY DON P
Form 4
January 14, 2005

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 *
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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	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.

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