

BOCA RESORTS INC
Form 4
December 14, 2004

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 *
JOHNSON GEORGE D JR

(Last) (First) (Middle)

450 EAST LAS OLAS BLVD., STE. 1500

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOCA RESORTS INC [RST]

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

12/10/2004

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)

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 |
| Class A common stock | 12/10/2004 | | D | | 1,118,848 | D | \$ 24 ⁽¹⁾ 0 |
| | | | | | | | |
| Class A common stock | 12/10/2004 | | D | | 15,000 | D | \$ 24 ⁽¹⁾ 0 |
| | | | | | | | |
| Class A common | 12/10/2004 | | D | | 303,000 | D | \$ 24 ⁽¹⁾ 0 |

By GDJ, Jr. Investments Limited Partnership
By spouse, for which Mr. Johnson disclaims beneficial ownership
By GD Johnson III

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| | | | | | | | | | |
|----------------------------|------------|--|---|---------|---|---------------------|---|--|--|
| stock | | | | | | | | ESA Trust, for which Mr. Johnson disclaims beneficial ownership | |
| Class A common stock | 12/10/2004 | | D | 303,000 | D | \$ 24 <u>(1)</u> | 0 | I | By SP Johnson ESA Trust, for which Mr. Johnson disclaims beneficial ownership |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 13.55 | 12/10/2004 | | D | 10,000 | <u>(2)</u> 11/07/2013 | Class A Common Stock 10,000 |
| Employee Stock Option (right to buy) | \$ 11.16 | 12/10/2004 | | D | 10,000 | <u>(3)</u> 11/19/2012 | Class A Common Stock 10,000 |
| Employee Stock Option (right to buy) | \$ 9.32 | 12/10/2004 | | D | 10,000 | <u>(4)</u> 11/05/2011 | Class A Common Stock 10,000 |

| | | | | | | | | | |
|--|------------|------------|---|--------|------------|------------|----------------------------|--------|--|
| buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 13.6875 | 12/10/2004 | D | 10,000 | <u>(5)</u> | 11/02/2010 | Class A Common Stock | 10,000 | |
| Employee Stock Option (right to buy) | \$ 9.5 | 12/10/2004 | D | 10,000 | <u>(6)</u> | 11/15/2009 | Class A Common Stock | 10,000 | |
| Employee Stock Option (right to buy) | \$ 10.375 | 12/10/2004 | D | 20,000 | <u>(7)</u> | 11/17/2008 | Class A Common Stock | 20,000 | |
| Employee Stock Option (right to buy) | \$ 19.125 | 12/10/2004 | D | 10,000 | <u>(8)</u> | 11/17/2007 | Class A Common Stock | 10,000 | |
| Employee Stock Option (right to buy) | \$ 10 | 12/10/2004 | D | 25,000 | <u>(9)</u> | 11/13/2006 | Class A Common Stock | 25,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON GEORGE D JR 450 EAST LAS OLAS BLVD. STE. 1500 FORT LAUDERDALE, FL 33301 | X | | | |

Signatures

/s/ George D.
Johnson, Jr. 12/14/2004

**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)

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Disposed of pursuant to an Agreement and Plan of Merger, dated as of October 20,2004, between the Boca Resorts, Inc., Baton Holdings Inc. and Baton Acquisition Inc. in exchange for \$24 per share on the effective date of the merger.

- (2) This option, which provided for vesting in four equal annual installments beginning 11/07/04, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$104,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).
- (3) This option, which provided for vesting in four equal annual installments beginning 11/19/03, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$128,400, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).
- (4) This option, which provided for vesting in four equal annual installments beginning 11/05/02, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$146,800, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).
- (5) This option, which provided for vesting in four equal annual installments beginning 11/02/01, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$103,125, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).
- (6) This option, which provided for vesting in four equal annual installments beginning 11/15/00, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$145,000, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).
- (7) This option, which provided for vesting in four equal annual installments beginning 11/17/99, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$272,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).
- (8) This option, which provided for vesting in four equal annual installments beginning 11/17/98, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$48,750, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).
- (9) This option, which provided for vesting in four equal annual installments beginning 11/13/97, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$350,000, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

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.