

PROQUEST CO  
Form 3  
October 12, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Prichard David</p> <p>(Last) (First) (Middle)</p> <p>777 EISENHOWER PARKWAY, 2ND FLOOR,Â P.O. BOX 1346</p> <p>(Street)</p> <p>ANN ARBOR,Â MIÂ 48106-1346</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/10/2005</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>PROQUEST CO [PQE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Higher Education</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Restricted Common Stock	2,514 <sup>(2)</sup>	D	Â
Common Stock	128	I <sup>(1)</sup>	Please see footnote below <sup>(1)</sup>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Option to Purchase Common Stock	12/31/2007 <sup>(6)</sup>	10/05/2015	Common Stock	100,000	\$ 36.52	D	Â
Employee Option to Purchase Common Stock	04/21/2004 <sup>(3)</sup>	04/21/2009	Common Stock	3,000	\$ 19.87	D	Â
Employee Option to Purchase Common Stock	01/05/2005 <sup>(4)</sup>	01/05/2010	Common Stock	5,000	\$ 30	D	Â
Employee Option to Purchase Common Stock	03/03/2005 <sup>(5)</sup>	03/03/2010	Common Stock	7,000	\$ 29.95	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Prichard David 777 EISENHOWER PARKWAY, 2ND FLOOR P.O. BOX 1346 ANN ARBOR, MI 48106-1346	Â	Â	Â	President, Higher Education	Â

## Signatures

Todd W. Buchardt, Attorney  
in Fact 10/12/2005

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) shares held indirectly in ProQuest Company's Associate Stock Purchase Plan.
  - (2) 50% of the shares become unrestricted on 3/10/07 and restriction lapses on 100% of the shares on 3/10/08
  - (3) 2,000 shares are currently exercisable; Option becomes fully exercisable on 4/21/06
  - (4) 1/3 of the total option is currently exercisable; 2/3's of the total option will become exercisable on 1/5/06; Option becomes fully exercisable on 1/5/07
  - (5) 1/3 of the total option is currently exercisable; 2/3's of the total option will become exercisable on 3/3/06; Option becomes fully exercisable on 3/3/07
  - (6) 1/3 of the options vest on 12/31/07 subject to stock price performance; 2/3's of the options vest on 12/31/08 subject to stock price performance; and 100% of the options vest on 12/31/09 subject to stock price performance. Options vest on 1/1/13 regardless of performance.

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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