#### BRISTOL WEST HOLDINGS INC

Form 4

January 03, 2007

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

Check this box if no longer subject to Section 16.

Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

(Instr. 3)

1. Name and Address of Reporting Person \*

(First)

HENNESSY MARY R

2. Issuer Name and Ticker or Trading

Symbol

**BRISTOL WEST HOLDINGS INC** 

[BRW]

3. Date of Earliest Transaction (Month/Day/Year) 12/31/2006

651 CLINTON AVENUE

(Street)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X Director

Officer (give title

HADDONFIELD, NJ 08033

(City) (State) (Zip)

2. Transaction Date 2A. Deemed 1.Title of Security

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3.

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

5. Amount of

(I)

6. Ownership

Form: Direct

7. Nature of Indirect (D) or Indirect Beneficial Ownership

10% Owner

Other (specify

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Instr. 4) (Instr. 4)

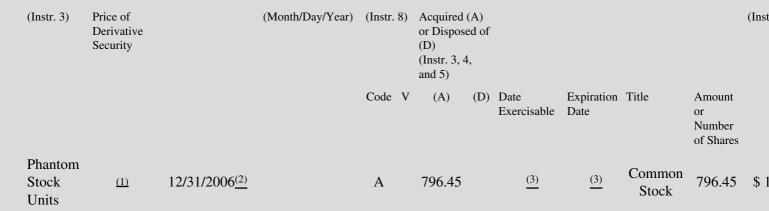
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pı Derivative TransactionDerivative **Expiration Date Underlying Securities** Conversion (Month/Day/Year) Execution Date, if Deri (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securities Secu any

### Edgar Filing: BRISTOL WEST HOLDINGS INC - Form 4



### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY MARY R				
651 CLINTON AVENUE	X			
HADDONFIELD, NJ 08033				

## **Signatures**

/s/ Richard W. Probert, by Power of Attorney for Reporting
Person 01/03/2007

\*\*Signature of Reporting Person

## **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) Phantom Stock Units convert to Common Stock on a one-for-one basis for whole shares of Common Stock.
- (2) The transaction date is the date on which the units, in accordance with the Bristol West Holdings, Inc. Non-Employee Directors' Deferred Compensation and Stock Award Plan, were earned by the reporting person.

Date

These Phantom Stock Units become payable per the election of the reporting person or upon the reporting person's termination of service (3) as a director, subject to certain provisions and conditions set forth in the Bristol West Holdings, Inc. Non-Employee Directors' Deferred Compensation and Stock Award Plan.

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.

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