

CODE ANDREW W
Form 4
January 11, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CODE ANDREW W

2. Issuer Name and Ticker or Trading Symbol
SCP POOL CORP [POOL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
109 NORTH PARK BLVD., 4TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2006

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

(Street)
COVINGTON, LA 70433

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 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/09/2006		M ⁽¹⁾	A	9,492	\$ 2.0083	9,492 I By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾	A	9,492	\$ 3.251	18,984 I By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾	A	9,490	\$ 3.4567	28,474 I By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾	A	9,563	\$ 10.3289	38,037 I By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾	A	6,375	\$ 13.3067	44,412 I By Ltd Partnership

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Common Stock	01/09/2006		M ⁽¹⁾	6,375	A	\$ 11.9778	50,787	I	By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾	4,250	A	\$ 21.6667	55,037	I	By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾	9,492	A	\$ 6.7259	64,529	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾	9,492	D	\$ 2.0083	55,037	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾	9,492	D	\$ 3.251	45,545	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾	9,490	D	\$ 3.4568	36,055	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾	9,492	D	\$ 6.7259	26,563	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾	9,563	D	\$ 10.3288	17,000	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾	6,375	D	\$ 13.3066	10,625	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾	6,375	D	\$ 11.9778	4,250	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾	4,250	D	\$ 21.6667	0	I	By Ltd Partnership
Common Stock							84,879	D	
Common Stock							6,831	I	By Custodian For Child

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 Security (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Am or Nur of Sha	
			Code	V	(A)	(D)			
Non-Employee Director Stock Option (Right to Buy)	\$ 2.0083	01/09/2006	<u>M</u> (1)			9,492	05/07/1998 05/07/2007	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 3.251	01/09/2006	<u>M</u> (1)			9,492	05/13/1999 05/13/2008	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 3.4567	01/09/2006	<u>M</u> (1)			9,490	05/13/2000 05/13/2009	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 6.7259	01/09/2006	<u>M</u> (1)			9,492	05/10/2001 05/10/2010	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 10.3289	01/09/2006	<u>M</u> (1)			9,563	05/09/2002 05/09/2011	Common Stock	9,5
Non-Employee Director Stock Option (Right to Buy)	\$ 13.3067	01/09/2006	<u>M</u> (1)			6,375	05/10/2003 05/10/2012	Common Stock	6,3
Non-Employee Director Stock Option (Right to Buy)	\$ 11.9778	01/09/2006	<u>M</u> (1)			6,375	05/06/2004 02/11/2013	Common Stock	6,3
Non-Employee Director Stock Option (Right to Buy)	\$ 21.6667	01/09/2006	<u>M</u> (1)			4,250	05/10/2005 02/09/2014	Common Stock	4,2
Non-Employee Director Stock Option (Right to Buy)	\$ 6.7259						05/10/2001 05/10/2010	Common Stock	9,4
Non-Employee Director Stock Option (Right to Buy)	\$ 10.3289						05/09/2002 05/09/2011	Common Stock	9,5
	\$ 13.3067						05/10/2003 05/10/2012		6,3

Non-Employee Director Stock Option (Right to Buy)				Common Stock	
Non-Employee Director Stock Option (Right to Buy)	\$ 11.9778	05/06/2004	02/11/2013	Common Stock	6,
Non-Employee Director Stock Option (Right to Buy)	\$ 21.6667	05/10/2005	02/09/2014	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CODE ANDREW W 109 NORTH PARK BLVD. 4TH FLOOR COVINGTON, LA 70433	X			

Signatures

By: Craig K. Hubbard
01/11/2006
Date

**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) CHS Management, LP, a partnership of which the Reporting Person is a general partner, exercised the above listed Non-Employee Director Stock Options and distributed the underlying shares of the Issuer's Common Stock to certain of its partners. All 64,529 shares were distributed to persons other than the Reporting Person. The Reporting Person expressly disclaims beneficial ownership in such 64,529 shares of the Issuer's Common Stock distributed to other persons.
- (2) Transfer of shares to another person, not the Reporting Person

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