

SCP POOL CORP

Form 4

March 02, 2006

**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 \*  
**CODE ANDREW W**

(Last) (First) (Middle)

**SCP POOL CORPORATION, 109  
NORTHPARK BLVD**

(Street)

**COVINGTON, LA 70433**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**SCP POOL CORP [POOL]**

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

**02/28/2006**

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		
Common Stock	02/28/2006		M <sup>(1)</sup>		2,833	A	\$ 31.51	152,242	D
Common Stock	02/28/2006		J <sup>(1)</sup>		2,833	D	\$ 31.51	149,409	D
Common Stock	02/28/2006		J <sup>(1)</sup>		2,833	A	\$ 31.51	2,833	I
Common Stock	02/28/2006		J <sup>(2)</sup>		2,833	D	\$ 31.51	0	I
Common Stock								6,831	I
									By Ltd Partnership
									By Ltd Partnership
									By Custodian For Child

By Ltd  
PartnershipBy Ltd  
PartnershipBy  
Custodian  
For Child

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option (Right to Buy)	\$ 31.51	02/28/2006		M		2,833		02/14/2006	02/14/2015	Common Stock	2,833

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CODE ANDREW W SCP POOL CORPORATION 109 NORTHPARK BLVD COVINGTON, LA 70433	X

## Signatures

Craig K Hubbard POA Andrew W  
Code 03/02/2006

\*\*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 reporting person is a general partner of CHS Management, LP (CHS). The reporting person has transferred all of the economic benefit of the reported options to CHS and is exercising the options solely upon the direction of CHS, which is entitled to the underlying (1) shares upon exercise. The reporting person holds the options directly but may be deemed the indirect beneficial owner of the option through his interest in CHS. The reporting person disclaims beneficial ownership of the option except to the extent of his pecuniary interest in CHS.

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- CHS Management, LP, a partnership of which the reporting person is a general partner, distributed 2,833 shares of the Issuer's Common
- (2) Stock to one of its partners, other than the reporting person. The reporting person expressly disclaims beneficial ownership in such 2,833 shares of the Issuer's Common Stock distributed to such other person.

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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