

BRISTOL WEST HOLDINGS INC

Form 4

July 05, 2007

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FISHER JAMES R

2. Issuer Name **and** Ticker or Trading  
Symbol  
BRISTOL WEST HOLDINGS INC  
[BRW]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
FISHER CAPITAL CORP., LLC, 8  
CLARKE DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/03/2007

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Executive Chairman

(Street)

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

CRANBURY, NJ 08512

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 07/03/2007                              |                                                             | D                                       | 14,749                                                                  | D 22.5 0<br>(1)                                                                                                    | D                                                                    |                                         |
| Common<br>Stock                       | 07/03/2007                              |                                                             | D                                       | 5,541                                                                   | D 22.5 0<br>(1)                                                                                                    | I (2)                                                                | See<br>Footnote<br>(2)                  |

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

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SEC 1474  
(9-02)

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number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |
| Stock<br>option<br>(right to<br>buy)                | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 195,570                                                                                                   | <u>(3)</u>                                                     | 07/09/2013         | Common<br>Stock                                                     | 195,570                          |
| Stock<br>option<br>(right to<br>buy)                | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 130,380                                                                                                   | <u>(3)</u>                                                     | 09/01/2015         | Common<br>Stock                                                     | 130,380                          |
| Stock<br>option<br>(right to<br>buy)                | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 32,595                                                                                                    | <u>(3)</u>                                                     | 01/01/2016         | Common<br>Stock                                                     | 32,595                           |
| Stock<br>option<br>(right to<br>buy)                | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 97,785                                                                                                    | <u>(3)</u>                                                     | 04/01/2016         | Common<br>Stock                                                     | 97,785                           |
| Stock<br>option<br>(right to<br>buy)                | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 32,595                                                                                                    | <u>(3)</u>                                                     | 07/01/2016         | Common<br>Stock                                                     | 32,595                           |
| Stock<br>option<br>(right to<br>buy)                | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 32,595                                                                                                    | <u>(3)</u>                                                     | 10/01/2016         | Common<br>Stock                                                     | 32,595                           |
| Stock<br>option<br>(right to<br>buy)                | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 32,595                                                                                                    | <u>(3)</u>                                                     | 01/01/2017         | Common<br>Stock                                                     | 32,595                           |
| Stock<br>option<br>(right to<br>buy)                | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 32,595                                                                                                    | <u>(3)</u>                                                     | 04/01/2017         | Common<br>Stock                                                     | 32,595                           |
|                                                     | \$ 3.83                                                               | 07/03/2007                              |                                                             | D                                       | 32,595                                                                                                    | <u>(3)</u>                                                     | 07/01/2017         |                                                                     | 32,595                           |

|                                      |         |            |   |         |            |            |                 |                 |  |
|--------------------------------------|---------|------------|---|---------|------------|------------|-----------------|-----------------|--|
| Stock<br>option<br>(right to<br>buy) |         |            |   |         |            |            |                 | Common<br>Stock |  |
| Stock<br>option<br>(right to<br>buy) | \$ 3.83 | 07/03/2007 | D | 32,595  | <u>(3)</u> | 10/01/2017 | Common<br>Stock | 32,595          |  |
| Stock<br>option<br>(right to<br>buy) | \$ 3.83 | 07/03/2007 | D | 32,595  | <u>(3)</u> | 01/01/2018 | Common<br>Stock | 32,595          |  |
| Stock<br>option<br>(right to<br>buy) | \$ 3.83 | 07/03/2007 | D | 32,595  | <u>(3)</u> | 04/01/2018 | Common<br>Stock | 32,595          |  |
| Stock<br>option<br>(right to<br>buy) | \$ 3.83 | 07/03/2007 | D | 32,595  | <u>(3)</u> | 07/01/2018 | Common<br>Stock | 32,595          |  |
| Stock<br>option<br>(right to<br>buy) | \$ 3.83 | 07/03/2007 | D | 123,861 | <u>(3)</u> | 10/01/2018 | Common<br>Stock | 123,861         |  |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                    |       |
|-------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer            | Other |
| FISHER JAMES R<br>FISHER CAPITAL CORP., LLC<br>8 CLARKE DRIVE<br>CRANBURY, NJ 08512 | X             |           | Executive Chairman |       |

## Signatures

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

07/05/2007

                    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) Disposed of pursuant to merger agreement between issuer, Farmers Group, Inc. and BWH Acquisition Company in exchange for cash.
- (2) The shares of common stock and stock options reported are held of record by Fisher Capital Corp. LLC. As the managing member and majority owner of Fisher Capital Corp. LLC, Mr. Fisher may be deemed to be the beneficial owner of such shares of common stock and stock options held by Fisher Capital Corp. LLC, but disclaims beneficial ownership of these securities, except to the extent of his

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pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Act of 1934 or otherwise, Mr. Fisher is the beneficial owner of all such securities covered by this statement.

(3) This option became exercisable immediately upon grant. This option was converted in the merger into the right to receive cash.

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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