

WINNINGHAM CHARLIE C II
Form 4
January 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
WINNINGHAM CHARLIE C II

2. Issuer Name and Ticker or Trading Symbol
BANKATLANTIC BANCORP INC
[BBX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2005

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

1750 E. SUNRISE BLVD.

(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

FT. LAUDERDALE, FL 33304

(City) (State) (Zip)

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 or Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Class A Common Stock | 01/10/2005 | | | M | | 18,340 | A \$ 4.1581 61,043 | I | Winningham Trust ⁽²⁾ |
| Class A Common Stock | 01/10/2005 | | | M | | 18,340 | A \$ 5.0857 79,383 | I | Winningham Trust ⁽²⁾ |
| Class A Common Stock | 01/10/2005 | | | M | | 6,531 | A \$ 2.8232 85,914 | I | Winningham Trust ⁽²⁾ |
| Class A Common | 01/10/2005 | | | M | | 6,531 | A \$ 2.9664 92,445 | I | Winningham Trust ⁽²⁾ |

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Stock

| | | | | | | | | | |
|----------------------------|------------|--|---|-------|---|--------------|---------|---|------------------------------------|
| Class A Common Stock | 01/10/2005 | | M | 6,531 | A | \$ 8.5585 | 98,976 | I | Winningham Trust ⁽²⁾ |
| Class A Common Stock | 01/10/2005 | | M | 6,531 | A | \$ 7.4103 | 105,507 | I | Winningham Trust ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options to Buy Class A Common Stock | \$ 4.1581 | 01/10/2005 | | M | 18,340 | ⁽¹⁾ 05/22/2006 | Class A Common Stock | 18,340 | |
| Options to Buy Class A Common Stock | \$ 5.0857 | 01/10/2005 | | M | 18,340 | ⁽¹⁾ 05/01/2007 | Class A Common Stock | 18,340 | |
| Options to Buy Class A Common Stock | \$ 2.8232 | 01/10/2005 | | M | 6,531 | ⁽¹⁾ 05/02/2010 | Class A Common Stock | 6,531 | |
| Options to Buy Class A Common Stock | \$ 2.9664 | 01/10/2005 | | M | 6,531 | ⁽¹⁾ 01/02/2011 | Class A Common Stock | 6,531 | |

| | | | | | | | | |
|---|-----------|------------|---|-------|------------|------------|----------------------------|-------|
| Options to Buy Class A Common Stock | \$ 8.5585 | 01/10/2005 | M | 6,531 | <u>(1)</u> | 03/04/2012 | Class A Common Stock | 6,531 |
| Options to Buy Class A Common Stock | \$ 7.4103 | 01/10/2005 | M | 6,531 | <u>(1)</u> | 03/31/2013 | Class A Common Stock | 6,531 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WINNINGHAM CHARLIE C II 1750 E. SUNRISE BLVD. FT. LAUDERDALE, FL 33304 | X | | | |

Signatures

| | |
|--|------------|
| Charlie C. Winningham II | 01/11/2005 |
| <u> </u> 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) Options are currently exercisable.
- (2) Winningham Trust dated July 6, 1998, Charlie C. Winningham II and Rose Marie Winningham, Co-Trustees

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.