LAIDLAW INTERNATIONAL INC
Form 4
October 01, 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

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 *
SANDERS JEFFREY W

(Last) (First) (Middle)

55 SHUMAN BLVD., SUITE 400

(Street)

NAPERVILLE, IL 60563

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LAIDLAW INTERNATIONAL INC [LI]

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	10/01/2007		D		23,528	D	$ 35.25 (1)	0	D	
Common Stock	10/01/2007		D		47,250	D	$ 35.25 (2)	0	D	

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 13	10/01/2007		D			15,000	(3)	11/24/2013	Common Stock	15,000
Employee Stock Option (right to buy)	$ 18.85	10/01/2007		D			20,000	(4)	12/08/2014	Common Stock	20,000
Employee Stock Option (right to buy)	$ 22.55	10/01/2007		D			20,000	(5)	11/08/2015	Common Stock	20,000
Employee Stock Option (right to buy)	$ 26.38	10/01/2007		D			20,000	(6)	07/11/2016	Common Stock	20,000
Employee Stock Option (right to Buy)	$ 28.87	10/01/2007		D			50,000	(7)	10/25/2016	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS JEFFREY W 55 SHUMAN BLVD. SUITE 400			VP and CFO	

NAPERVILLE, IL 60563

Signatures

Beth Byster Corvino as Attorney-in-Fact for Jeffrey W. Sanders	10/01/2007
**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 the Agreement and Plan of Merger, dated as of February 8, 2007, among Laidlaw International, Inc., FirstGroup Acquisition Corporation (formerly known as Fern Acquisition Vehicle Corporation) and FirstGroup plc in exchange for the right to receive $35.25 per share.

(2) Pursuant to the Agreement and Plan of Merger, dated as of February 8, 2007, among Laidlaw International, Inc., FirstGroup Acquisition Corporation (formerly known as Fern Acquisition Vehicle Corporation) and FirstGroup plc, at the effective time of the merger, each restricted stock unit became fully vested and converted into the right to receive $35.25 per share.

(3) This option, which provided for vesting in three (3) equal annual installments beginning November 24, 2004, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of $35.25 per share, multiplied by the number of shares subject to the option.

(4) This option, which provided for vesting in three (3) equal annual installments beginning December 8, 2005, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of $35.25 per share, multiplied by the number of shares subject to the option.

(5) This option, which provided for vesting in three (3) equal annual installments beginning November 8, 2006, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of $35.25 per share, multiplied by the number of shares subject to the option.

(6) This option, which provided for vesting in three (3) equal annual installments beginning July 11, 2007, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of $35.25 per share, multiplied by the number of shares subject to the option.

(7) This option, which provided for vesting in three (3) equal annual installments beginning October 25, 2007, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of $35.25 per share, multiplied by the number of shares subject to the option.

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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