

MAY PETER W
Form 4
June 24, 2005

FORM 4

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

OMB APPROVAL

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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 *
MAY PETER W

2. Issuer Name and Ticker or Trading Symbol
ENCORE CAPITAL GROUP INC
[(ECPG)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2005

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

C/O TRIARC COMPANIES, INC., 280 PARK AVENUE

(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

NEW YORK, NY 10017

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 06/22/2005 | | S | 8,600 D \$ 17.91 | 1,288,200 | I | By Madison West <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/23/2005 | | S | 3,700 D \$ 17.55 | 1,284,500 | I | By Madison West <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/23/2005 | | S | 1,850 D \$ 17.57 | 1,282,650 | I | By Madison West <u>(1)</u> <u>(2)</u> |
| Common | 06/23/2005 | | S | 1,850 D \$ | 1,280,800 | I | By |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|--|---------------------------------------|
| Stock | | | | | | 17.67 | | | Madison West <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/23/2005 | S | 2,220 | D | \$ 17.69 | 1,278,580 | I | | By Madison West <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/23/2005 | S | 1,850 | D | \$ 17.7 | 1,276,730 | I | | By Madison West <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/23/2005 | S | 962 | D | \$ 17.77 | 1,275,768 | I | | By Madison West <u>(1)</u> <u>(2)</u> |
| Common Stock | 06/23/2005 | S | 2,220 | D | \$ 17.81 | 1,273,548 | I | | By Madison West <u>(1)</u> <u>(2)</u> |
| Common Stock | | | | | | 15,000 | D | | |
| Common Stock | | | | | | 101,275 | I | | By Triarc <u>(2)</u> <u>(3)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MAY PETER W
C/O TRIARC COMPANIES, INC.
280 PARK AVENUE
NEW YORK, NY 10017

X X

Signatures

By: Brian L. Schorr, as
Attorney-in-Fact for

06/24/2005

__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) All such shares are held by Madison West Associates Corp., a wholly-owned subsidiary of Triarc Companies, Inc. (Triarc). Mr. May is an officer, director and significant stockholder of Triarc.
 - (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (3) All such securities are held by Triarc. Mr. May is an officer, director and significant stockholder of Triarc.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.