

BRISTOL WEST HOLDINGS INC
Form 4
July 05, 2007

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 *
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
(Street)

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

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

CRANBURY, NJ 08512

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

(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)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	07/03/2007		D			14,749	D	\$ 22.50 ⁽¹⁾		D	
Common Stock	07/03/2007		D			5,541	D	\$ 22.50 ⁽¹⁾		I ⁽²⁾	See Footnote (2)

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

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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 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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 3.83	07/03/2007		D		195,570	(3)	07/09/2013	Common Stock	195,570
Stock option (right to buy)	\$ 3.83	07/03/2007		D		130,380	(3)	09/01/2015	Common Stock	130,380
Stock option (right to buy)	\$ 3.83	07/03/2007		D		32,595	(3)	01/01/2016	Common Stock	32,595
Stock option (right to buy)	\$ 3.83	07/03/2007		D		97,785	(3)	04/01/2016	Common Stock	97,785
Stock option (right to buy)	\$ 3.83	07/03/2007		D		32,595	(3)	07/01/2016	Common Stock	32,595
Stock option (right to buy)	\$ 3.83	07/03/2007		D		32,595	(3)	10/01/2016	Common Stock	32,595
Stock option (right to buy)	\$ 3.83	07/03/2007		D		32,595	(3)	01/01/2017	Common Stock	32,595
Stock option (right to buy)	\$ 3.83	07/03/2007		D		32,595	(3)	04/01/2017	Common Stock	32,595
	\$ 3.83	07/03/2007		D		32,595	(3)	07/01/2017		32,595

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER JAMES R FISHER CAPITAL CORP., LLC 8 CLARKE DRIVE 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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