

VASSALLUZZO SCOTT J

Form 4

October 13, 2004

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 *
SMITH THOMAS W

2. Issuer Name **and** Ticker or Trading
Symbol
PRE PAID LEGAL SERVICES INC
[PPD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

323 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2004

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

Member of Section 13(d) Group

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

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)
Common Stock	10/11/2004		J ⁽¹⁾	3,694 D	\$ 0 (1) 81,306	I ⁽²⁾	By Prescott International Partners ⁽²⁾
Common Stock	10/11/2004		J ⁽³⁾	46,644 D	\$ 0 (3) 1,321,456	I ⁽⁴⁾	By Idoya Partners ⁽⁴⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH THOMAS W 323 RAILROAD AVENUE GREENWICH, CT 06830	X	X		Member of Section 13(d) Group
PRESCOTT INTERNATIONAL PARTNERS 323 RAILROAD AVENUE GREENWICH, CT 06830		X		Member Section 13(d) Group
IDOYA PARTNERS 323 RAILROAD AVENUE GREENWICH, CT 06830		X		Member of Section 13(d) Group
VASSALLUZZO SCOTT J 323 RAILROAD AVENUE GREENWICH, CT 06830		X		Member of Section 13(d) Group

Signatures

/s/ Thomas W. Smith and Scott J. Vassalluzzo, Individually and as General Partners of
Prescott International Partners and Idoya Partners

10/11/2004

__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) Represents a partnership distribution by Prescott International Partners, without consideration, in accordance with the terms of its limited partnership agreement.
- (2) These shares are owned directly by Prescott International Partners ("PIP"), a private investment limited partnership, and indirectly by Thomas W. Smith and Scott J. Vassalluzzo as general partners of PIP. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their respective pecuniary interest in such shares under Rule 16a-1(a)(2)(ii)(B). The address for PIP is 323

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Railroad Avenue, Greenwich, CT 06830

- (3) Represents a partnership distribution by Idoya Partners, without consideration, in accordance with the terms of its limited partnership agreement.

These shares are owned directly by Idoya Partners ("Idoya"), a private investment limited partnership, and indirectly by Thomas W.

- (4) Smith and Scott J. Vassalluzzo as general partners of Idoya. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their respective pecuniary interest in such shares under Rule 16a-1(a)(2)(ii)(B). The address for Idoya is 323 Railroad Avenue, Greenwich, CT 06830

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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