

PRICE LEGACY CORP

Form 4

December 22, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GALINSON MURRAY

(Last) (First) (Middle)

7979 IVANHOE AVENUE, SUITE
520

(Street)

LA JOLLA, CA 92037

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PRICE LEGACY CORP [PLRE]

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

12/21/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	12/21/2004		U	2,045,152 D	\$ 19.097 0	I	As a director of the Price Family Charitable Fund ⁽¹⁾
Common Stock	12/21/2004		U	3,166,194 D	\$ 19.097 0 ⁽⁴⁾	I	As a co-manager of The Price Group LLC ⁽²⁾
Common Stock	12/21/2004		U	122,498 D	\$ 19.097 0	I	As a director of San Diego Revitalization

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Common Stock	12/21/2004	U	47,250	D	\$ 19.097	0	I	Corp. ⁽¹⁾ As co-trustee of Galinson CRT2 ⁽¹⁾
Common Stock	12/21/2004	U	3,743	D	\$ 19.097	0	I	As a co-manager of Kindervest ⁽¹⁾
Common Stock	12/21/2004	U	10,500	D	\$ 19.097	0	I	As a partner of Galinson Family Partnership I ⁽¹⁾
Common Stock	12/21/2004	U	1,968	D	\$ 19.097	0	I	By spouse of reporting person ⁽¹⁾
Common Stock	12/21/2004	U	22,099	D	\$ 19.097	0	D	

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

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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. Amount or Number of Shares
Common Stock Options	\$ 12.48	12/21/2004		U	2,500	⁽³⁾ 09/18/2011	Common Stock	2,500
Common Stock Options	\$ 16.28	12/21/2004		U	1,250	⁽³⁾ 06/13/2012	Common Stock	1,250
	\$ 15.52	12/21/2004		U	1,250	⁽³⁾ 12/16/2013		1,250

Common
Stock
Options

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GALINSON MURRAY 7979 IVANHOE AVENUE SUITE 520 LA JOLLA, CA 92037	X

Signatures

/s/ Murray
Galinson

12/22/2004

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) The reporting person disclaims beneficial ownership of these securities.
- (2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest (if any) therein.
- (3) Exercisable immediately.
- (4) Includes securities held by TPG Sherman LLC, an entity for which The Price Group LLC serves as manager.
- (5) See Remarks below.

Remarks:

On December 21, 2004, PL Acquisition Corp. merged with and into Price Legacy Corporation ("Price Legacy"). Pursuant to the terms of the merger agreement, (i) each share of Price Legacy common stock was converted into the right to receive \$19.097 in cash, (ii) each unvested stock option for Price Legacy common stock was converted into the right to receive \$19.097 in cash, (iii) each unvested stock option for Price Legacy common stock was accelerated and became fully vested, and (iv) each vested stock option for Price Legacy common stock was converted into the right to receive \$19.097 in cash less the cash exercise price of such option.

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.