ANDRUSKEVICH THOMAS A

Form 4

November 16, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDRUSKEVICH THOMAS A

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

MAYORS JEWELERS INC/DE

(Check all applicable)

[MYR]

(Last) (First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

11/14/2005

(Instr. 8)

below)

President & CEO

14051 N.W. 14TH STREET, SUITE 200

(Street)

Security

(Instr. 3)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNRISE, FL 33323

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and Amo 5. Number of Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Secu Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Stock Options	\$ 0.28	11/14/2005		D(1)		1,500,000	(2)	<u>(3)</u>	Common Stock	1,:
Warrants	\$ 0.29 (5)	11/14/2005		D <u>(1)</u>		1,509,018 (5)	<u>(6)</u>	08/19/2022	Common Stock	1,:
Stock Appreciation Right	\$ 0.54	11/14/2005		D <u>(1)</u>		1,000,000	<u>(8)</u>	08/09/2015	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships						
·F···· & ·····	Director	10% Owner	Officer	Other			
ANDRUSKEVICH THOMAS A 14051 N.W. 14TH STREET SUITE 200 SUNRISE, FL 33323	X		President & CEO				

Signatures

Marc Weinstein on behalf of Thomas A. Andruskevich by power of attorney.

11/16/2005

**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) As of November 14, 2005, Mayor's Jewelers, Inc. ("Mayor's") merged with a wholly-owned subsidiary of Henry Birks & Sons Inc. ("Birks"), and the Reporting Person received shares in Birks in exchange for his Mayor's shares.
- (2) All options are currently exercisable.
- (3) Options expire ten (10) years after October 1, 2002 or two (2) years after termination of employment (with some exclusions).
- (4) This option was assumed by Birks in the merger and replaced with an option to purchase 130,425 shares of Birks Class A Voting Stock for \$3.22 per share.
- (5) This warrant was originally granted at a price of \$0.30 and in the amount of 1,500,000. The price and amount stated herein is a result of an anti-dilution provision in the warrant agreement.
- (6) All warrants are currently exercisable.
- (7) This warrant was assumed by Birks in the merger and replaced with a warrant to purchase 131,209 shares of Birks Class A Voting Stock for \$3.34 per share.
- (8) The stock appreciation right is exercisable in the following amounts on the following exercise dates: 333,333 1/3 on March 31, 2006; 333,333 1/3 on March 31, 2007; 333,333 1/3 on March 31, 2008.

(9)

Reporting Owners 2

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This stock appreciation right was assumed by Birks in the merger and replaced with a stock appreciation right to purchase 86,950 shares of Birks Class A Voting Stock for \$6.21 per share.

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.