#### **EZRILOV ROBERT**

Form 4

August 01, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad EZRILOV R	ddress of Reporting Po OBERT	Symbol	Name and Ticker or Trading  FOPHER & BANKS COR	5. Relationship of Reporting Person(s) to Issuer  P (Check all applicable)
(Last) 11706 FOXE	(First) (Mi		•	X Director 10% Owner Officer (give title below) Other (specify below)
	(Street)	4. If Amer	ndment, Date Original	6. Individual or Joint/Group Filing(Check
MINNETON (City)	NKA, MN 55305 (State) (2	Z:)	nth/Day/Year) e I - Non-Derivative Securities	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  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. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Pr	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)
Common Stock				0 D

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

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) (1)	\$ 18.79	07/27/2005		M	18,000	01/27/2006	07/27/2010	Common Stock	18,000
Option (right to buy) (2)	\$ 15.89					01/28/2005	07/28/2009	Common Stock	18,000
Option (right to buy) (3) (6)	\$ 25.7					01/30/2004	07/30/2008	Common Stock	18,000
Option (right to buy) (4) (6)	\$ 22.67					01/31/2003	07/31/2007	Common Stock	37,970
Option (right to buy) (5) (6)	\$ 11.55					02/01/2002	08/01/2006	Common Stock	37,970

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
• •	Director	10% Owner	Officer	Other	
EZRILOV ROBERT 11706 FOXHALL ROAD MINNETONKA, MN 55305	X				

# **Signatures**

/s/ Robert Ezrilov	07/27/2005
**Signature of Reporting Person	Date

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## **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) Reporting person received a stock option on July 27, 2005 which vested upon grant.
- (2) Reporting person received a stock option on July 28, 2004 which vested upon grant.
- (3) Reporting person received a stock option on July 30, 2003 which vested upon grant.
- (4) Reporting person received a stock option on July 31, 2002 which vested upon grant.
- (5) Reporting person received a stock option on August 1, 2001 which vested upon grant.
- (6) On December 12, 2001 and August 27, 2003, the Company effected 3-for-2 stock splits. The above share amounts and prices reflect the effect of the stock splits.

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.