

SCP POOL CORP
Form 4
March 02, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CODE ANDREW W

(Last) (First) (Middle)

**SCP POOL CORPORATION, 109
NORTHPARK BLVD**

(Street)

COVINGTON, LA 70433

(City) (State) (Zip)

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

SCP POOL CORP [POOL]

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

02/14/2006

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/14/2006		M ⁽¹⁾		4,250	A \$ 21.6666	4,250	I	Byd Ltd Partnership
Common Stock	02/14/2006		J ⁽¹⁾		4,250	D \$ 21.6666	0	I	By Ltd Partnership
Common Stock							149,409	D	
Common Stock							6,831	I	By Custodian For Child

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option (Right to Buy)	\$ 21.6666	02/14/2006		M ⁽¹⁾		4,250		05/10/2005	02/09/2014	Common Stock	4,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CODE ANDREW W SCP POOL CORPORATION 109 NORTHPARK BLVD COVINGTON, LA 70433	X

Signatures

Craig K Hubbard POA Andrew W
Code 03/02/2006

__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) CHS Management, LP, a partnership of which the reporting person is a general partner, exercised the above listed Non-Employee Director Stock Options and distributed the underlying shares of the Issuer's Common Stock to one of its partners, other than the reporting person. The reporting person expressly disclaims beneficial ownership in such 4,250 shares of the Issuer's Common Stock distributed to such other person.

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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