

INTERPOOL INC

Form 4/A

October 05, 2005

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 *
WITTEVEEN RAOUL J

(Last) (First) (Middle)

GRAVESTRAAT 4, 2242 HX

(Street)

WASSENAAR, P7

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INTERPOOL INC [IPX]

3. Date of Earliest Transaction
(Month/Day/Year)
10/05/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/23/2005

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	09/23/2005	09/19/2005	F	284,881	D	\$ 17.99	3,287,548 ⁽²⁾ D
Common Stock	09/23/2005	09/19/2005	X	500,000	A	\$ 10.25	3,787,548 ⁽³⁾ D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)
Stock Options (Right to Buy)	\$ 10.25	09/23/2005		X	500,000	03/17/1999 09/16/2008	Common Stock 500,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WITTEVEEN RAOUL J GRAVESTRAAT 4 2242 HX WASSENAAR, P7	X

Signatures

/s/ Raoul
Witteveen 10/05/2005

__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) The Consideration used by the Reporting Person for the exercise price of the Options was 284,881 shares of Common Stock at a price per share equal to \$17.99.
Includes 3,182, 849 shares held by the Reporting Person directly, 101,210 shares held by an exchange fund as to which the Reporting
- (2) Person retains certain voting rights, 1,500 shares of which the Reporting Person's wife is the record owner and 1,989 shares representing the Reporting Person's interest in shares held by Kingstone Capital Group, LLC, a New Jersey limited liability company.
Includes 3,682,849 shares held by the Reporting Person directly, 101,210 shares held by an exchange fund as to which the Reporting
- (3) Person retains certain voting rights, 1,500 shares of which the Reporting Person's wife is the record owner and 1,989 shares representing the Reporting Person's interest in shares held by Kingstone Capital Group, LLC, a New Jersey limited liability company.

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.