Edgar Filing: PRICE ROBERT E - Form 4

PRICE RO	BERT E												
November 2	24, 2004												
FORM		STATES	SECU	рітіі	FC	AND FY	СЦ	NCE	COMMISSI	DN		PROVA	L
	UNITED	STATES						INGE		0		3235-	0287
Check this box if no longer subject to SECURITIES Section 16. SECURITIES										y 31, 2005 0.5			
(Print or Type	Responses)												
PRICE ROBERT E Symbol					er Name and Ticker or Trading 5. R Issu					ationship of Reporting Person(s) to			
(Last)	(First) (Middle)				Fransaction	-		(0	Theck all a	applicable	;)	
				h/Day/Year)					X DirectorX 10% Owner X Officer (give titleX Other (specify below) below) Chairman of the Board / Interim CEO				
				Month/Day/Year) Applicable Line) _X_ Form filed by					e) by One Re	oint/Group Filing(Check One Reporting Person More than One Reporting			
LA JOLLA	LA JOLLA, CA 92037 Form filed by More than One Reporting Person												
(City)	(State)	(Zip)	Tal	ole I - N	lon-	Derivative	Secu	rities A	cquired, Dispose	d of, or B	Beneficial	ly Owned	1
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Code (Instr.	. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4)	sposed 4 and 3 (A) or	l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownersh Form: Direct (I or Indire (I) (Instr. 4)	nip Indi Ber D) Ow oct (Ins	Nature of irect heficial nership tr. 4)	
Common Stock	11/23/2004			J <u>(5)</u>	·	61,135			680,181	I	Sa Re	director n Diego vitalizat rp. <u>(1)</u>	
Common Stock									379,948	Ι	As of t and Pri	co-trust the Robo I Allison ce Trust D 1/20/	ert 1
Common Stock									896,067	Ι	of	co-trust the Robe l Allisor	ert

Edgar Filing: PRICE ROBERT E - Form 4

			Price Charitable Trust				
Common Stock	22,566	I	As co-trustee (2)				
Common Stock	212	I	As custodian for the minor children of the reporting person				
Common Stock	80	D <u>(3)</u>					
Common Stock	6,427,503	Ι	As co-manager of The Price Group LLC (2)				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
	Persons who respond to the c information contained in this t required to respond unless th displays a currently valid OME number.	SEC 1474 (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. Transacti Code (Instr. 8)	5. Number on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Underly rivative (Month/Day/Year) (Instr. 3 guired or posed D) str. 3, 4,		7. Title and J Underlying S (Instr. 3 and	Securities	8. P. Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
8% Series A Cumulative Convertible Redeemable Pref. Stock	\$ 37.5	11/23/2004		J <u>(5)</u>	550	<u>(4)</u>	(4)	Common Stock	61,135 <u>(6)</u>	

Reporting Owners

Reporting Owner Name / Address

Relationships

Edgar Filing: PRICE ROBERT E - Form 4

	Director	10% Owner	Officer	Other
PRICE ROBERT E 7979 IVANHOE AVENUE SUITE 520 LA JOLLA, CA 92037	Х	Х	Chairman of the Board	Interim CEO
Signatures				
/s/ Robert E. Price	11/24/2004			
**Signature of	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) Held in the 401(k) of the reporting person.

Reporting Person

- (4) The 8% Series A Cumulative Convertible Redeemable Preferred Stock ("Series A Preferred Stock") automatically converts to Common Stock on January 17, 2012 and may be redeemed by PriceSmart for cash at any time on or after January 17, 2007.
- On November 23, 2004, pursuant to an offer to exchange by PriceSmart (the "Series A Exchange"), San Diego Revitalization Corp.
 (5) ("SDRC") exchanged all of the Series A Preferred Stock held by SDRC for Common Stock. For purposes of the Series A Exchange, the Common Stock was valued at \$10 per share.
- (6) This number represents the number of shares of Common Stock received pursuant to the Series A Exchange instead of the number of shares into which the Series A Preferred Stock could have been converted pursuant to its terms.

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. e="1" face="Times New Roman" style="font-size:8.0pt;">Manner of Filing

10

Amendment Agreement No. 2, dated February 28, 2007, to Second Amended and Restated Loan and Security Agreement, dated March 3, 2006, among Gander Mountain Company, Bank of America, N.A., as administrative agent, Bank of America Securities, LLC, as the lead arranger, Foothill Capital Corporation, as the syndication agent, The CIT Group/Business Credit, Inc., as collateral agent, General Electric Capital Corporation, as documentation agent, and the lenders named therein

Filed Electronically

Explanation of Responses: