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MCKENZIE	ROBERT F											
Form 4												
February 28,	2005											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL				
	UNITE	D STATE		ITIES A hington,			NGE (COMMISSION	OMB Number:	3235-0287		
Check this box if no longer										January 31,		
subject to	STATE	EMENT O	F CHAN	IGES IN BENEFICIAL OWNERSHIP OF					Expires: Estimated a	2005 average		
Section 10	Section 16.				SECURITIES					burden hours per		
Form 4 or Form 5			Casting 10	$(\cdot) = f \cdot i $	G	F -	1	A	response	response 0.5		
obligation								ge Act of 1934, of 1935 or Sectio)n			
may conti	nue.) of the Inv	•	•	- ·			211			
See Instru 1(b).	ction	50(1) of the m	vestinent	compun.	, 1100	. 01 17	10				
(Print or Type R	esponses)											
1 Name and A	ddress of Reporti	ng Person *	2 Issuer	Nama and	Tieker or 7	Fradin	~	5. Relationship o	f Reporting Per	son(s) to		
MCKENZIE ROBERT F Symbol				uer Name and Ticker or Trading				Issuer				
				WN CASTLE								
				NTERNATIONAL CORP [CCI]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			X_ Director		6 Owner		
				th/Day/Year)				Officer (give title Other (specify below) below)				
510 BERING	G DRIVE, SUI	ITE 500	02/24/20)05								
(Street) 4. If Amer			Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check					
Filed(Mont							Applicable Line) _X_ Form filed by One Reporting Person					
HOUSTON,	TX 77057								More than One Re			
110051010,	17 //05/							Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of	2. Transaction I		emed	3. 4. Securities			5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Ye		ion Date, if	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)				Securities	Form: Direct	Indirect Beneficial		
(Instr. 3)		any (Month	/Day/Year)				•	(D) or Indirect (I)	Ownership			
		× ×			~ /		, 	Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
				<u> </u>		or	р.	(Instr. 3 and 4)				
Common				Code V	Amount	(D)	Price					
Stock \$0.01	02/24/2005			А	3,395	А	\$0	26,145	D			
Par Value					(1)		ΨŪ	_0,1.0				

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 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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addre	SS	Relationships						
1		10% Owner	Officer	Other				
MCKENZIE ROBERT F 510 BERING DRIVE SUITE 500 HOUSTON, TX 77057	Х							
Signatures								
/s/ Robert F. McKenzie	02/24/2005							
**Signature of Reporting	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 stock is issued pursuant to the Company's 2001 Stock Incentive Plan as a component of director compensation.

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.