ATLANTIS PLASTICS INC

Form 4

March 31, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

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

obligations

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

POWELL EARL W

1. Name and Address of Reporting Person *

			ATLANTIS PLASTICS INC [ATPL]				(Check all applicable)						
(Last)	(First)	(Middle)		of Earliest T Day/Year)	ransaction			_X_ Director _X_ Officer (g		10% Owner Other (specify			
TRIVEST PARTNERS, LP, 2665 SOUTH BAYSHORE DRIVE, SUITE 800			03/29/2	•				below) Cha	below) irman of the B	oard			
	(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Mo	Filed(Month/Day/Year)					Applicable Line)						
MIAMI, FI						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year	action Date 2A. Deemed (Day/Year) Execution Date, any (Month/Day/Yea		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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)				
Class A Common Stock	03/28/2006			P	608,618	A	\$9	1,177,469	D				
Class A Common Stock								240,482	I	Limited Partnership (1)			
Class A Common Stock								3,090	I	Spouse (2)			

Class A Common

Stock

13,813 Ι TPS (3)

(9-02)

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 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. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed		ate	Amou Under Secur	Title and mount of inderlying ecurities instr. 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					of (D) (Instr. 3, 4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

POWELL EARL W TRIVEST PARTNERS, LP 2665 SOUTH BAYSHORE DRIVE, SUITE 800 **MIAMI, FL 33133**

X X Chairman of the Board

Signatures

Earl W. Powell 03/31/2006 **Signature of Date Reporting Person

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).

These shares are held of record by CWB Limited Partnership, a limited partnership ("CWB") of which the Reporting Person is the sole (1) limited partner. The general partner of CWB is Powell Investments, Inc. ("PWI"), of which the Reporting Person is a director and owns a controlling interest of the outstanding shares of capital stock of PWI.

Reporting Owners 2

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- These shares are held of record by the Reporting Person's Spouse. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- These shares are held of record by Trivest Plan Sponsor, a Florida corporation ("TPS"). TPS is controlled in part by the Reporting Person.

 The Reporting Person disclaims beneficial ownership of all such securities, except to the extent of his pecuniary interest therein, if any,
- (3) The Reporting Person disclaims beneficial ownership of all such securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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.