

ISLE OF CAPRI CASINOS INC  
Form 4  
October 14, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSTEIN BERNARD**

2. Issuer Name and Ticker or Trading Symbol  
**ISLE OF CAPRI CASINOS INC [ISLE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**600 EMERSON ROAD, SUITE 300**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/08/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**SAINT LOUIS, MO 63141**

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 24,476  | D  |                                   |
| Common Stock                    | 10/08/2008                           |  | A                              | 2,154 (1) A \$ 4.7  | 534,507   | I  | By trust                          |
| Common Stock                    | 10/08/2008                           |  | A                              | 2,683 (2) A \$ 4.7  | 537,190   | I  | By trust                          |
| Common Stock                    | 10/08/2008                           |  | A                              | 4,286 (3) A \$ 4.7  | 541,476   | I  | By trust                          |
| Common Stock                    | 10/08/2008                           |  | A                              | 4,581 (4) A \$ 4.7  | 546,057   | I  | By trust                          |

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|              |            |   |              |   |        |         |   |          |
|--------------|------------|---|--------------|---|--------|---------|---|----------|
| Common Stock | 10/08/2008 | A | 1,647<br>(5) | A | \$ 4.7 | 547,704 | I | By trust |
| Common Stock | 10/08/2008 | A | 9,619<br>(6) | A | \$ 4.7 | 557,323 | I | By trust |
| Common Stock | 10/08/2008 | A | 7,481<br>(7) | A | \$ 4.7 | 564,804 | I | By trust |
| Common Stock | 10/08/2008 | A | 3,641<br>(8) | A | \$ 4.7 | 568,445 | I | By trust |

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.**

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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 of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 15.47   | 10/08/2008                           |  | D                              | 55,000  | 09/15/2001   | 09/15/2010  | Common Stock | 55,000<br>(2)              |
| Stock Options (Right to buy)               | \$ 15.535  | 10/08/2008                           |  | D                              | 37,500  | 10/08/2003   | 10/08/2012  | Common Stock | 37,500<br>(3)              |
| Stock Options (Right to buy)               | \$ 20.135  | 10/08/2008                           |  | D                              | 50,500  | 10/16/2008   | 10/16/2017  | Common Stock | 50,500<br>(6)              |
| Stock Options (Right to buy)               | \$ 20.18   | 10/08/2008                           |  | D                              | 14,000  | 10/07/2006   | 10/07/2015  | Common Stock | 14,000<br>(1)              |
| Stock Options                              | \$ 20.27   | 10/08/2008                           |  | D                              | 35,500  | 10/08/2005   | 10/08/2014  | Common Stock | 35,500<br>(4)              |

(Right to buy)

|                              |          |            |   |        |            |            |              |               |
|------------------------------|----------|------------|---|--------|------------|------------|--------------|---------------|
| Stock Options (Right to buy) | \$ 20.55 | 10/08/2008 | D | 35,500 | 10/10/2004 | 10/10/2013 | Common Stock | 35,500<br>(8) |
|------------------------------|----------|------------|---|--------|------------|------------|--------------|---------------|

|                              |          |            |   |        |            |            |              |               |
|------------------------------|----------|------------|---|--------|------------|------------|--------------|---------------|
| Stock Options (Right to buy) | \$ 25.01 | 10/08/2008 | D | 50,500 | 10/28/2007 | 10/26/2016 | Common Stock | 50,500<br>(7) |
|------------------------------|----------|------------|---|--------|------------|------------|--------------|---------------|

|                              |          |            |   |        |            |            |              |               |
|------------------------------|----------|------------|---|--------|------------|------------|--------------|---------------|
| Stock Options (Right to buy) | \$ 24.54 | 10/13/2008 | D | 14,000 | 05/05/2006 | 05/05/2015 | Common Stock | 14,000<br>(5) |
|------------------------------|----------|------------|---|--------|------------|------------|--------------|---------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GOLDSTEIN BERNARD<br>600 EMERSON ROAD<br>SUITE 300<br>SAINT LOUIS, MO 63141 | X             |           |         |       |

## Signatures

/s/Bernard  
Goldstein

10/10/2008

\*\*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).

(8) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/10/2003. In exchange for the options, the reporting person received 3,641 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(7) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/16/2007. In exchange for the options, the reporting person received 7,481 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(6) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/16/2007. In exchange for the options, the reporting person received 9,619 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(4) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/8/2004. In exchange for the options, the reporting person received 4,581 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(2) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 9/15/2000. In exchange for the options, the reporting person received 2,683 of restricted stock. All shares of the restricted stock will

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generally vest on October 8,2011.

(3) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/8/2002. In exchange for the options, the reporting person received 4,286 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

(1) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/7/2005. In exchange for the options, the reporting person received 2,154 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

(5) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 5/5/2005. In exchange for the options, the reporting person received 1,647 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

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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