Edgar Filing: HENSLEY KATHERINE L - Form 4

HENSLEY KATHERINE L

Form 4

January 13, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

share

(Print or Type Responses)

1. Name and Address of Reporting Person *

HENSLEY KATHERINE L

PRICESMART INC [PSMT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _ Director 10% Owner Officer (give title Other (specify 9740 SCRANTON ROAD 01/11/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92121-1745 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par value 01/11/2005 X 5.673 \$7 9,455 D Α \$0.0001 per share Common Stock, par 900 Ι By Trust value \$0.0001 per

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

Edgar Filing: HENSLEY KATHERINE L - Form 4

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.

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. Transactic Code (Instr. 8) | 5. Number conf 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 | Amoun or Numbe of Shares |
| Subscription Rights (right to buy) (1) | \$ 7 | 01/11/2005 | | X | 3,782 | 12/21/2004 | 12/21/2005 | Common Stock, par value \$0.0001 per share | 5,673 |
| Subscription Rights (right to buy) (1) | \$ 7 | | | | | 12/21/2004 | 12/21/2005 | Common Stock, par value \$0.0001 per share | 1,350 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| HENSLEY KATHERINE L 9740 SCRANTON ROAD SAN DIEGO, CA 92121-1745 | X | | | | | |

Signatures

/s/ Robert M. Gans (Attorney-in-fact) 01/13/2005

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: HENSLEY KATHERINE L - Form 4

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) Each Subscription Right entities the owner thereof to purchase 1.5 shares of Common Stock at a price of \$7.00 per share until January 21, 2005 and at a price of \$8.00 per share from such date and until December 21, 2005.

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.