

ENSTAR GROUP INC

Form 4

February 02, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARMSTRONG WHIT

(Last) (First) (Middle)

110 REDWING DRIVE

(Street)

ENTERPRISE, AL 36330

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENSTAR GROUP INC [ESGR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2007 ⁽¹⁾		D ⁽¹⁾	26,647 D ⁽¹⁾	0	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
Options to Purchase Common Stock	\$ 18.9 <u>(2)</u>	01/31/2007 ⁽²⁾		D ⁽²⁾		15,000		<u>(2)</u>	01/31/2011	Common Stock	15,000
Restricted Stock Units	<u>(3)</u>	01/31/2007 ⁽³⁾		D ⁽³⁾		14,922		<u>(3)</u>	<u>(3)</u>	Common Stock	14,922

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMSTRONG WHIT 110 REDWING DRIVE ENTERPRISE, AL 36330	X			

Signatures

Cheryl D Davis by Power of Attorney

02/01/2007

****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).

(1) Common Stock was exchanged on a one for one basis for Ordinary Shares in Enstar Group Limited (formerly Castlewood Holdings Limited) in connection with merger of The Enstar Group, Inc. and a subsidiary of Enstar Group Limited ("the merger"). On the effective date of the merger, the closing price of The Enstar Group, Inc. common stock was \$107.83 per share. On the first day of trading after the effective date of the merger (the first date of trading in the ordinary shares of Enstar Group Limited) the closing price of Enstar Group Limited ordinary shares was \$104.75 per share.

(2) Options to purchase Common Stock were exchanged for Options to Purchase Ordinary Shares in Enstar Group Limited (formerly Castlewood Holdings Limited) in connection with the merger. The number of shares underlying such options and the corresponding exercise price will be determined pursuant to a formula based on the closing price of the ordinary shares of Enstar Group Limited for the five trading days following the merger.

(3) Restricted Stock Units were exchanged for Restricted Stock Units of Enstar Group Limited (formerly Castlewood Holdings Limited) in connection with the merger. The RSU's may be settled in a lump sum distribution or in quarterly or annual installment payments over a period not to exceed 10 years beginning as of the first business day of any calendar year after the termination of the Reporting Person's services on the Board of Directors of Enstar Group Limited.

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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