

AZTAR CORP
Form 4
January 04, 2007

FORM 4

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

OMB APPROVAL

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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 *
ARMSTRONG NELSON W JR

(Last) (First) (Middle)

AZTAR CORPORATION, 2390 E. CAMELBACK RD., SUITE 400

(Street)

PHOENIX, AZ 85016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AZTAR CORP [AZR]

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
VP Admin & Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Aztar Common Stock | 01/03/2007 | | D | | 1,000 | D | \$ 54.3996 (1) |

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.

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) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Aztar Stock Option Right to Purchase Aztar Common Stock | \$ 7.25 | 01/03/2007 | | D | 6,666 | 05/06/2002 05/06/2009 | Aztar Common Stock | 6,666 | |
| Aztar Stock Option Right to Purchase Aztar Common Stock | \$ 9.8125 | 01/03/2007 | | D | 33,000 | 09/15/2002 09/15/2009 | Aztar Common Stock | 33,000 | |
| Aztar Stock Option Right to Purchase Aztar Common Stock | \$ 11.6875 | 01/03/2007 | | D | 20,000 | 05/10/2003 05/10/2010 | Aztar Common Stock | 20,000 | |
| Aztar Stock Option Right to Purchase Aztar Common Stock | \$ 13.24 | 01/03/2007 | | D | 20,000 | 05/09/2004 05/09/2011 | Aztar Common Stock | 20,000 | |
| Aztar Stock Option Right to Purchase Aztar | \$ 22.15 | 01/03/2007 | | D | 20,000 | 05/08/2005 05/08/2012 | Aztar Common Stock | 20,000 | |

Common
Stock

Aztar
Stock
Option
Right to
Purchase
Aztar
Common
Stock

\$ 15.71 01/03/2007

D

20,000

05/14/2006

05/14/2013

Aztar
Common
Stock

20,000

Aztar
Stock
Option
Right to
Purchase
Aztar
Common
Stock

\$ 24.39 01/03/2007

D

20,000

01/03/2007⁽²⁾

05/13/2014

Aztar
Common
Stock

20,000

Aztar
Stock
Option
Right to
Purchase
Aztar
Common
Stock

\$ 30.9 01/03/2007

D

20,000

01/03/2007⁽²⁾

05/11/2015

Aztar
Common
Stock

20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ARMSTRONG NELSON W JR
AZTAR CORPORATION
2390 E. CAMELBACK RD., SUITE 400
PHOENIX, AZ 85016

VP Admin & Secretary

Signatures

/s/ N. W.

Armstrong

01/03/2007

**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) As a result of the completed merger of Aztar Corporation with Columbia Entertainment, a subsidiary of Columbia Sussex Corporation, Aztar's common stock was converted into a right to receive \$54.00 in cash plus an additional \$0.00888 in cash per day, beginning on

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November 20, 2006, if the merger was not consummated by November 19, 2006.

- Each stock option outstanding under the Aztar Stock Plans was converted into a right to receive an amount in cash equal to \$54.00 plus an
- (2) additional \$0.00888 per day beginning November 20, 2006 less the exercise price. All unvested options became vested on the day of the merger.

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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