

BRISTOL WEST HOLDINGS INC  
Form 4  
July 05, 2007

**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 \*  
**ONDECK JOHN**

2. Issuer Name and Ticker or Trading Symbol  
**BRISTOL WEST HOLDINGS INC [BRW]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**5701 STIRLING ROAD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/03/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr. VP CIO**

**DAVIE, FL 33314**  
  
(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  | (D)  | Price                             |
|                                 |                                      |  |                                |   |   |  | \$                                |
| Common Stock                    | 07/03/2007                           |  | D                              |   | 43,788  | D  | 22.5<br><u>(1)</u>                |

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

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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 |
| Employee Stock Option (right to buy)       | \$ 3.83  | 07/03/2007                           |  | D                              | 23,745  | <u>(2)</u>   | 05/01/2012  | Common Stock | 23,745                     |
| Employee Stock Option (right to buy)       | \$ 3.83  | 07/03/2007                           |  | D                              | 37,992  | <u>(3)</u>   | 05/01/2012  | Common Stock | 37,992                     |
| Employee Stock Option (right to buy)       | \$ 7.67  | 07/03/2007                           |  | D                              | 2,608   | <u>(4)</u>   | 05/01/2013  | Common Stock | 2,608                      |
| Employee Stock Option (right to buy)       | \$ 20.91   | 07/03/2007                           |  | D                              | 1,196   | <u>(5)</u>   | 04/05/2014  | Common Stock | 1,196                      |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| ONDECK JOHN<br>5701 STIRLING ROAD<br>DAVIE, FL 33314 |               |           | Sr. VP CIO |       |

## Signatures

/s/ Richard W. Probert, by Power of Attorney for Reporting Person

07/05/2007

\_\_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) Disposed of pursuant to merger agreement between issuer, Farmers Group Inc. and BWH Acquisition Company in exchange for cash.
- (2) This option, which provided for vesting in five equal annual installments beginning May 1, 2003, was converted in the merger into the right to receive cash.
- (3) This option, which provided for vesting in five equal annual installments beginning May 1, 2003 was converted in the merger into the right to receive cash.
- (4) This option, which provided for vesting in two equal annual installments beginning May 1, 2004, was converted in the merger into the right to receive cash.
- (5) This option, which provided for vesting in two equal annual installments beginning April 5, 2005, was converted in the merger into the right to receive cash.

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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