

New Aristotle Holdings, Inc.

Form 4

November 28, 2006

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
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROCKSMITH JAMES G JR

(Last) (First) (Middle)

8930 BAY COLONY DRIVE NO.
1003

(Street)

NAPLES, FL 34108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

New Aristotle Holdings, Inc. [ACV]

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

11/24/2006

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
								S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 16.873	11/24/2006	A		9,221		<u>(1)</u>	01/21/2014	Common Stock	9,221
Director Stock Option (Right to Buy)	\$ 21.849	11/24/2006	A		9,221		<u>(1)</u>	01/26/2015	Common Stock	9,221
Director Stock Option (Right to Buy)	\$ 18.042	11/24/2006	A		9,221		<u>(1)</u>	01/25/2016	Common Stock	9,221
Director Stock Option (Right to Buy)	\$ 12.892	11/24/2006	A		27,663		<u>(1)</u>	10/23/2012	Common Stock	27,663

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROCKSMITH JAMES G JR 8930 BAY COLONY DRIVE NO. 1003 NAPLES, FL 34108	X

Signatures

/s/ James M. Spira as Attorney-in-Fact for James G.
Brocksmith Jr.

11/28/2006

**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) This option currently is exercisable in full.

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- (2) This option was granted by the issuer in replacement of an option to purchase shares of common stock of Sally Beauty Holdings, Inc. ("Sally Beauty Holdings") in connection with the spin-off of the issuer by Sally Beauty Holdings (the "Spin-Off").
- (3) In the Spin-Off, this option replaced an option to purchase 3,750 shares of common stock of Sally Beauty Holdings at an exercise price of \$41.49.
- (4) In the Spin-Off, this option replaced an option to purchase 3,750 shares of common stock of Sally Beauty Holdings at an exercise price of \$53.725.
- (5) In the Spin-Off, this option replaced an option to purchase 3,750 shares of common stock of Sally Beauty Holdings at an exercise price of \$44.365.
- (6) In the Spin-Off, this option replaced an option to purchase 11,250 shares of common stock of Sally Beauty Holdings at an exercise price of \$31.70.

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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