

INTERPOOL INC

Form 4

June 25, 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 *
TUCHMAN MARTIN

(Last) (First) (Middle)

633 PROSPECT AVE

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

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

INTERPOOL INC [IPX]

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

06/22/2007

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)

CoB, CEO, President & COO

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 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	06/22/2007		C	(A) or (D) Amount 39,200 (1)	\$ 25 7,740,796	D	
Common Stock	06/22/2007		C	(A) or (D) Amount 22,280 (1)	\$ 25 30,948	I	By IRA
Common Stock	06/22/2007		C	(A) or (D) Amount 10,920 (1)	\$ 25 17,920	I	By Foundation
Common Stock	06/22/2007		C	(A) or (D) Amount 7,600 (1)	\$ 25 9,100	I	Spouse's IRA

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

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(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. 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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
9.25% Convertible Debentures due 2022	\$ 25	06/22/2007		C	\$ 980,000	12/27/2002 12/27/2022	Common Stock	39,2
9.25% Convertible Debentures due 2022	\$ 25	06/22/2007		C	\$ 557,000	12/27/2002 12/27/2022	Common Stock	22,2
9.25% Convertible Debentures due 2022	\$ 25	06/22/2007		C	\$ 273,000	12/27/2002 12/27/2022	Common Stock	10,9
9.25% Convertible Debentures due 2022	\$ 25	06/22/2007		C	\$ 190,000	12/27/2002 12/27/2022	Common Stock	7,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUCHMAN MARTIN 633 PROSPECT AVE PRINCETON, NJ 08540	X	X	CoB, CEO, President & COO	

Signatures

Martin Tuchman 06/25/2007

**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) Shares acquired upon conversion of 9.25% Convertible Redeemable Debentures due 2022.

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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