

CODE ANDREW W

Form 4

January 17, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CODE ANDREW W

(Last) (First) (Middle)

109 NORTH PARK BLVD., 4TH
FLOOR

(Street)

COVINGTON, LA 70433

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SCP POOL CORP [POOL]

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

01/12/2006

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/12/2006 | | M | | 9,492 | A | \$ 6.7259 |
| Common Stock | 01/12/2006 | | M | | 9,563 | A | \$ 10.3289 |
| Common Stock | 01/12/2006 | | M | | 6,375 | A | \$ 13.3067 |
| Common Stock | 01/12/2006 | | M | | 6,375 | A | \$ 11.9778 |
| Common Stock | 01/12/2006 | | M | | 4,250 | A | \$ 21.6667 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|---------|---|------------------------|
| Common Stock | 01/12/2006 | J ⁽¹⁾ | 9,492 | A | \$ 2.0083 | 130,426 | D | |
| Common Stock | 01/12/2006 | J ⁽¹⁾ | 9,492 | A | \$ 3.251 | 139,918 | D | |
| Common Stock | 01/12/2006 | J ⁽¹⁾ | 9,491 | A | \$ 3.4567 | 149,409 | D | |
| Common Stock | 01/12/2006 | M ⁽²⁾ | 9,492 | A | \$ 2.0083 | 9,492 | I | By Ltd Partnership |
| Common Stock | 01/12/2006 | M ⁽²⁾ | 9,492 | A | \$ 3.251 | 18,984 | I | By Ltd Partnership |
| Common Stock | 01/12/2006 | M ⁽²⁾ | 9,491 | A | \$ 3.4567 | 28,475 | I | By Ltd Partnership |
| Common Stock | 01/12/2006 | J ⁽¹⁾ | 9,492 | D | \$ 2.0083 | 18,983 | I | By Ltd Partnership |
| Common Stock | 01/12/2006 | J ⁽¹⁾ | 9,492 | D | \$ 3.251 | 9,491 | I | By Ltd Partnership |
| Common Stock | 01/12/2006 | J ⁽¹⁾ | 9,491 | D | \$ 3.4567 | 0 | I | By Ltd Partnership |
| Common Stock | | | | | | 6,831 | I | By Custodian For Child |

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)

| 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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Employee Director Stock | \$ 6.7259 | 01/12/2006 | | M | | 9,492 | | 05/10/2001 | 05/10/2010 | Common Stock | 9,492 |

Option (Right
to Buy)Non-Employee
Director Stock
Option (Right
to Buy)

\$ 10.3289

01/12/2006

M

9,563

05/09/2002 05/09/2011

Common
Stock

9,563

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 13.3067

01/12/2006

M

6,375

05/10/2003 05/10/2012

Common
Stock

6,375

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 11.9778

01/12/2006

M

6,375

05/06/2004 02/11/2013

Common
Stock

6,375

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 21.6667

01/12/2006

M

4,250

05/10/2005 02/09/2014

Common
Stock

4,250

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 2.0083

01/12/2006

M⁽²⁾

9,492

05/07/1998 05/07/2007

Common
Stock

9,492

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 3.251

01/12/2006

M⁽²⁾

9,492

05/13/1999 05/13/2008

Common
Stock

9,492

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 3.4567

01/12/2006

M⁽²⁾

9,491

05/13/2000 05/13/2009

Common
Stock

9,491

Non-Employee
Director Stock
Option (Right
to Buy)

\$ 21.6667

05/10/2005 02/09/2014

Common
Stock

4,250

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CODE ANDREW W 109 NORTHPARK BLVD. 4TH FLOOR COVINGTON, LA 70433 | X | | | |

Signatures

By: Craig K.
Hubbard

01/16/2006

__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) Transfer of shares to the Reporting Person directly.

CHS Management, LP, a partnership of which the Reporting Person is a general partner, exercised the above listed Non-Employee

(2) Director Stock Options and distributed the underlying shares of the Issuer's Common Stock to the Reporting Person in exchange for payment of the exercise price.

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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