#### BRISTOL WEST HOLDINGS INC

Form 4

March 14, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

HENNESSY MARY R

**BRISTOL WEST HOLDINGS INC** 

(Check all applicable)

[BRW]

(Last)

(Middle)

3. Date of Earliest Transaction

X Director Officer (give title

10% Owner Other (specify

651 CLINTON AVENUE

03/10/2005

(Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

HADDONFIELD, NJ 08033

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(Instr. 4)

Following Reported Transaction(s) (Instr. 3 and 4)

(A) or Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

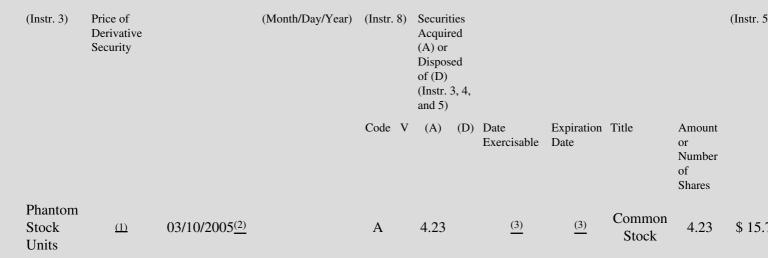
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

Derivat

Security

#### Edgar Filing: BRISTOL WEST HOLDINGS INC - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY MARY R				
651 CLINTON AVENUE	X			
HADDONFIELD, NJ 08033				

## **Signatures**

Alexis S. Oster, by Power of Attorney for Reporting
Person.

03/14/2005

\*\*Signature of Reporting Person

# **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) Phantom Stock Units convert to common stock on a one-for-one basis.
- The transaction date is the date on which the units were priced under the Bristol West Holdings, Inc. Non-Employee Directors? Deferred (2) Compensation and Stock Award Plan and were credited to the reporting person's account within the Plan. These Phantom Stock Units are

Date

- (2) Compensation and Stock Award Plan and were credited to the reporting person?s account within the Plan. These Phantom Stock Units are from the reinvestment of dividends earned on the Phantom Stock Units awarded pursuant to the Plan.
- These Phantom Stock Units become payable per the election of the reporting person or upon the reporting person?s termination of service as director, subject to certain provisions and conditions set forth in the Bristol West Holdings, Inc. Non-Employee Directors? Deferred Compensation and Stock Award Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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