

KEITH COMPANIES INC

Form 4

September 19, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Palumbo Dean J

(Last) (First) (Middle)

C/O THE KEITH COMPANIES,
INC., 19 TECHNOLOGY DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KEITH COMPANIES INC [TKCI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Pres./Energy & Industrial

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	09/15/2005		M	370 A \$ 2.7	0	D	
Common Stock	09/15/2005		M	2,900 A \$ 9	0	D	
Common Stock	09/15/2005		F	1,744 D \$ 23.71	0	D	
Common Stock	09/15/2005		M	4,000 A \$ 4.82	0	D	
Common Stock	09/15/2005		F	1,952 D \$ 23.71	0	D	

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Common Stock	09/15/2005	M	3,200	A	\$ 16.19	0	D
Common Stock	09/15/2005	F	2,547	D	\$ 23.71	0	D
Common Stock	09/15/2005	M	3,000	A	\$ 10.4	0	D
Common Stock	09/15/2005	F	1,918	D	\$ 23.71	0	D
Common Stock	09/15/2005	D	19,291	D	<u>11</u>	0	D

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 (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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.7	09/15/2005		M	370	<u>(2)</u>	11/10/2007	Common Stock		370
Employee Stock Option (right to buy)	\$ 9	09/15/2005		M	2,900	<u>(3)</u>	07/15/2009	Common Stock		2,900
Employee Stock Option (right to buy)	\$ 4.82	09/15/2005		M	4,000	<u>(4)</u>	02/15/2010	Common Stock		4,000

Employee Stock Option (right to buy)	\$ 16.19	09/15/2005	M	3,200	<u>(5)</u>	05/11/2011	Common Stock	3,200
Employee Stock Option (right to buy)	\$ 10.4	09/15/2005	M	3,000	<u>(6)</u>	11/01/2012	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 16.19	09/15/2005	D	800	<u>(7)</u>	05/11/2011	Common Stock	800
Employee Stock Option (right to buy)	\$ 10.4	09/15/2005	D	4,500	<u>(8)</u>	11/01/2012	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palumbo Dean J C/O THE KEITH COMPANIES, INC. 19 TECHNOLOGY DRIVE IRVINE, CA 92618			Pres./Energy & Industrial	

Signatures

/s/ Dean
Palumbo 09/19/2005

__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 and Stantec, Inc., in exchange for cash and shares of Stantec, Inc. common stock equal to \$23.71 per share as of the effective date of the merger of which 6,171 are restricted.
 - (2) This option vests in five equal installments beginning on November 10, 1998.
 - (3) This option vests in five equal installments beginning on July 15, 2000.
 - (4) This option vests in five equal installments beginning on February 15, 2001.
 - (5) This option vests in five equal installments beginning on May 11, 2002.

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- (6) This option vests in five equal installments beginning on November 1, 2003.
- (7) This option which vests in five equal annual installments beginning on May 11, 2002, was canceled in the merger in exchange for a cash payment of \$6,016, representing the difference between the per share merger consideration (\$23.71) and the exercise price of the option.
This option which vests in five equal annual installments beginning on November 1, 2003, was canceled in the merger in exchange for a
- (8) cash payment of \$59,895, representing the difference between the per share merger consideration (\$23.71) and the exercise price of the option.

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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