

PALMISANO BARTHOLOMEW F JR
 Form 4
 January 07, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PALMISANO BARTHOLOMEW F JR

(Last) (First) (Middle)
 3850 N. CAUSEWAY
 BOULEVARD, SUITE 800
 (Street)

METAIRIE, LA 70002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OCA, INC. / DE / [OCA]

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2004

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)
 Chief Operating Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/05/2004		A		78,250	A	\$ 0
Common Stock					93,461	D	
					707,016	I	
							As co-trustee of trusts ⁽¹⁾

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

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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
Option to buy common stock	\$ 4.4	11/05/2004		A	78,250	<u>(2)</u> 11/05/2014	Common Stock	78,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PALMISANO BARTHOLOMEW F JR
3850 N. CAUSEWAY BOULEVARD
SUITE 800
METAIRIE, LA 70002

Chief Operating Officer

Signatures

/s/ Bartholomew F. Palminano, Jr. 01/07/2004

__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) The 707,016 shares deemed beneficially owned by Mr. Palmisano are held by Mr. Palmisano as co-trustee of trusts for the benefit of Mr. Palmisano and his siblings. Mr. Palmisano disclaims beneficial ownership of such shares.
- (2) The stock options vest and become exercisable ratably in 20% annual increments over a period of five years beginning on November 5, 2005.

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.