

ATLANTIS PLASTICS INC
Form 4
August 02, 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 *
POWELL EARL W

2. Issuer Name and Ticker or Trading Symbol
**ATLANTIS PLASTICS INC
[ATPL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

**TRIVEST PARTNERS LP, 2665
SOUTH BAYSHORE DRIVE STE
800**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MIAMI, FL 33133

(City) (State) (Zip)

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 | (D) | Price |
| Class A Common Stock | | | | | 668,851 | D | |
| Class A Common Stock | | | | | 240,482 | I | Limited Partnership ⁽¹⁾ |
| Class A Common Stock | | | | | 3,090 | I | Spouse ⁽²⁾ |

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| | | | | | | | | | |
|----------------------------|------------|------------|------------------|------------------------|---|------|---------|---|--------------------|
| Class A Common Stock | | | | | | | 13,813 | I | TPS ⁽³⁾ |
| Class A Common Stock | 07/29/2005 | 07/29/2005 | J ⁽⁴⁾ | 643,697 ⁽⁴⁾ | A | \$ 0 | 643,697 | I | CMT ⁽⁴⁾ |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| POWELL EARL W TRIVEST PARTNERS LP 2665 SOUTH BAYSHORE DRIVE STE 800 MIAMI, FL 33133 | X | X | Chairman of the Board | |

Signatures

Earl W. Powell 08/01/2005
 **Signature of Date
 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) These shares are held of record by CWB Limited Partnership, a limited partnership ("CWB") of which the Reporting Person is the sole limited partner. The general partner of CWB is Powell Investments, Inc. ("PWI"), of which the Reporting Person is a director and owns a controlling interest of the outstanding shares of capital stock of PWI.
- (2) These shares are held of record by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) These shares are held of record by Trivest Plan Sponsor, a Florida corporation ("TPS"). TPS is controlled in part by the Reporting Person. The Reporting Person disclaims beneficial ownership of all such securities, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (4) Michael W. Cook Asset Management, Inc. ("Cook"), which is a registered investment advisor, has sole investment and dispositive power over 643,697 shares that are owned directly by Cook's clients. Cook receives asset-based fees, rather than performance-based fees, for its investment services. The Reporting Person purchased a minority investment in and became a director of CMT Holdings, Inc., which is the ultimate parent company of Cook, and by virtue of such status may be deemed to be the beneficial owner of such shares. The Reporting Person does not have or share investment control over Cook's investments and disclaims beneficial ownership of such shares. This report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

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.