

PICO HOLDINGS INC /NEW
Form 4
September 23, 2005

FORM 4

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

OMB APPROVAL

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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 *
HART JOHN R

(Last) (First) (Middle)
875 PROSPECT STREET, SUITE 301
(Street)

LA JOLLA, CA 92037-4264

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PICO HOLDINGS INC /NEW [PICO]

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2005

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)
President and CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
COMMON	09/21/2005		M	V	143,140 A \$ 3.49	3,355,685 (1)	D
COMMON	09/21/2005		D		\$ 33.23	3,355,685 (1)	D
COMMON	09/21/2005		M	V	63,283 A \$ 4.74	3,355,685 (1)	D
COMMON	09/21/2005		D		\$ 33.23	3,355,685 (1)	D
COMMON	09/21/2005		M	V	175,347 A \$ 13.45	3,355,685 (1)	D
COMMON	09/21/2005		D		\$	3,355,685 (1)	D

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						33.23	
COMMON	09/21/2005		M	456,586	A	\$ 15	3,355,685 ⁽¹⁾ D
COMMON	09/21/2005		D	456,586	D	\$ 33.23	3,355,685 ⁽¹⁾ D

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

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(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 a Underlyi (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK APPRECIATION RIGHTS	\$ 3.49	09/21/2005		M	143,140	07/17/2003	08/08/1988 ⁽²⁾	COMM
STOCK APPRECIATION RIGHTS	\$ 4.74	09/21/2005		M	63,283	07/17/2003	08/08/1988 ⁽²⁾	COMM
STOCK APPRECIATION RIGHTS	\$ 13.45	09/21/2005		M	175,347	07/17/2003	08/08/1988 ⁽²⁾	COMM
STOCK APPRECIATION RIGHTS	\$ 15	09/21/2005		M	456,586	07/17/2003	08/08/1988 ⁽²⁾	COMM

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HART JOHN R 875 PROSPECT STREET SUITE 301 LA JOLLA, CA 92037-4264	X		President and CEO	

Signatures

John R. Hart by James F. Mosier per Power of Attorney dated September 17, 2002.

09/23/2005

__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) (1) Of these shares 16,652 are held in a 401k Plan and Mr. Hart's shares voting power over 3,333,333 shares owned by a limited partnership.
 - (2) (2) There is no expiration date.

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.