

SCP POOL CORP
Form 4
March 02, 2006

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 *
CODE ANDREW W

(Last) (First) (Middle)

**SCP POOL CORPORATION, 109
NORTHPARK BLVD**

(Street)

COVINGTON, LA 70433

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SCP POOL CORP [POOL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2006

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)

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/28/2006		M ⁽¹⁾	2,833 A \$ 31.51	152,242	D	
Common Stock	02/28/2006		J ⁽¹⁾	2,833 D \$ 31.51	149,409	D	
Common Stock	02/28/2006		J ⁽¹⁾	2,833 A \$ 31.51	2,833	I	By Ltd Partnership
Common Stock	02/28/2006		J ⁽²⁾	2,833 D \$ 31.51	0	I	By Ltd Partnership
Common Stock					6,831	I	By Custodian For Child

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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 and Amount of Underlying Security (Instr. 3 and 4)
Non-Employee Director Stock Option (Right to Buy)	\$ 31.51	02/28/2006		M	2,833	02/14/2006 02/14/2015	Common Stock 2,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CODE ANDREW W SCP POOL CORPORATION 109 NORTHPARK BLVD COVINGTON, LA 70433	X			

Signatures

Craig K Hubbard POA Andrew W
Code 03/02/2006

**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).

The reporting person is a general partner of CHS Management, LP (CHS). The reporting person has transferred all of the economic benefit of the reported options to CHS and is exercising the options solely upon the direction of CHS, which is entitled to the underlying (1) shares upon exercise. The reporting person holds the options directly but may be deemed the indirect beneficial owner of the option through his interest in CHS. The reporting person disclaims beneficial ownership of the option except to the extent of his pecuniary interest in CHS.

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- CHS Management, LP, a partnership of which the reporting person is a general partner, distributed 2,833 shares of the Issuer's Common
- (2) Stock to one of its partners, other than the reporting person. The reporting person expressly disclaims beneficial ownership in such 2,833 shares of the Issuer's Common Stock distributed to such other person.

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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