

CODE ANDREW W
Form 4
January 11, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
109 NORTH PARK BLVD., 4TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2006

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

(Street)
COVINGTON, LA 70433

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

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 01/09/2006 | | M ⁽¹⁾ | 9,492 A \$ 2.0083 | 9,492 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | M ⁽¹⁾ | 9,492 A \$ 3.251 | 18,984 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | M ⁽¹⁾ | 9,490 A \$ 3.4567 | 28,474 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | M ⁽¹⁾ | 9,563 A \$ 10.3289 | 38,037 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | M ⁽¹⁾ | 6,375 A \$ 13.3067 | 44,412 | I | By Ltd Partnership |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|------------|--------|---|------------------------|
| Common Stock | 01/09/2006 | | M ⁽¹⁾ | 6,375 | A | \$ 11.9778 | 50,787 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | M ⁽¹⁾ | 4,250 | A | \$ 21.6667 | 55,037 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | M ⁽¹⁾ | 9,492 | A | \$ 6.7259 | 64,529 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | J ⁽²⁾ | 9,492 | D | \$ 2.0083 | 55,037 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | J ⁽²⁾ | 9,492 | D | \$ 3.251 | 45,545 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | J ⁽²⁾ | 9,490 | D | \$ 3.4568 | 36,055 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | J ⁽²⁾ | 9,492 | D | \$ 6.7259 | 26,563 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | J ⁽²⁾ | 9,563 | D | \$ 10.3288 | 17,000 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | J ⁽²⁾ | 6,375 | D | \$ 13.3066 | 10,625 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | J ⁽²⁾ | 6,375 | D | \$ 11.9778 | 4,250 | I | By Ltd Partnership |
| Common Stock | 01/09/2006 | | J ⁽²⁾ | 4,250 | D | \$ 21.6667 | 0 | I | By Ltd Partnership |
| Common Stock | | | | | | | 84,879 | D | |
| Common Stock | | | | | | | 6,831 | I | By Custodian For Child |

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | | | | | Date Exercisable | Expiration Date | Title | Am or Nur of Sha | |
|--|------------|------------|--------------|---|---------------------|--------------------|-----------------------|------------------------------|-----|
| | | | Code | V | (A) | (D) | | | |
| Non-Employee Director Stock Option (Right to Buy) | \$ 2.0083 | 01/09/2006 | <u>M</u> (1) | | | 9,492 | 05/07/1998 05/07/2007 | Common Stock | 9,4 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 3.251 | 01/09/2006 | <u>M</u> (1) | | | 9,492 | 05/13/1999 05/13/2008 | Common Stock | 9,4 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 3.4567 | 01/09/2006 | <u>M</u> (1) | | | 9,490 | 05/13/2000 05/13/2009 | Common Stock | 9,4 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 6.7259 | 01/09/2006 | <u>M</u> (1) | | | 9,492 | 05/10/2001 05/10/2010 | Common Stock | 9,4 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 10.3289 | 01/09/2006 | <u>M</u> (1) | | | 9,563 | 05/09/2002 05/09/2011 | Common Stock | 9,5 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 13.3067 | 01/09/2006 | <u>M</u> (1) | | | 6,375 | 05/10/2003 05/10/2012 | Common Stock | 6,3 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 11.9778 | 01/09/2006 | <u>M</u> (1) | | | 6,375 | 05/06/2004 02/11/2013 | Common Stock | 6,3 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 21.6667 | 01/09/2006 | <u>M</u> (1) | | | 4,250 | 05/10/2005 02/09/2014 | Common Stock | 4,2 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 6.7259 | | | | | | 05/10/2001 05/10/2010 | Common Stock | 9,4 |
| Non-Employee Director Stock Option (Right to Buy) | \$ 10.3289 | | | | | | 05/09/2002 05/09/2011 | Common Stock | 9,5 |
| | \$ 13.3067 | | | | | | 05/10/2003 05/10/2012 | | 6,3 |

| | | | | | |
|--|------------|------------|------------|-----------------|----|
| Non-Employee Director Stock Option (Right to Buy) | | | | Common Stock | |
| Non-Employee Director Stock Option (Right to Buy) | \$ 11.9778 | 05/06/2004 | 02/11/2013 | Common Stock | 6, |
| Non-Employee Director Stock Option (Right to Buy) | \$ 21.6667 | 05/10/2005 | 02/09/2014 | Common Stock | 4, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CODE ANDREW W 109 NORTHPARK BLVD. 4TH FLOOR COVINGTON, LA 70433 | X | | | |

Signatures

By: Craig K. Hubbard
01/11/2006
Date

**Signature of 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) CHS Management, LP, a partnership of which the Reporting Person is a general partner, exercised the above listed Non-Employee Director Stock Options and distributed the underlying shares of the Issuer's Common Stock to certain of its partners. All 64,529 shares were distributed to persons other than the Reporting Person. The Reporting Person expressly disclaims beneficial ownership in such 64,529 shares of the Issuer's Common Stock distributed to other persons.
- (2) Transfer of shares to another person, not the Reporting Person

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.