

EQUUS II INC  
Form 4  
July 05, 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 \*  
DOUGLASS SAM P

(Last) (First) (Middle)  
2727 ALLEN PARKWAY, 13TH FLOOR  
(Street)

HOUSTON, TX 77019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EQUUS II INC [EQS]

3. Date of Earliest Transaction (Month/Day/Year)  
06/30/2005

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)  
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 06/30/2005                           |  | M                              |   | 237,600   | A  | \$ 7.69   |
| Common Stock                    | 06/30/2005                           |  | S                              |   | 237,600   | D  | \$ 8.38   |
| Common Stock                    |                                      |  |                                |   | 46,446  | I  |   |

Shares owned by a trust which Mr. Douglass is the beneficiary.

| Class of Securities | Number of Shares | Code | Description  |
|---------------------|------------------|------|--|
| Common Stock        | 47,919           | I    | Shares owned by a trust which Mr. Douglass' wife is the beneficiary. |
| Common Stock        | 33,149           | I    | Held by wife.  |
| Common Stock        | 80,092           | I    | See footnote 1. <u>(1)</u>   |
| Common Stock        | 220,774          | I    | See footnote 2. <u>(2)</u>   |

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                   |     |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|-----|--|-----------------|---|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     |     | Date Exercisable   | Expiration Date |   |
| Common Stock                               | \$ 7.69  | 06/30/2005                           |  | M                              | V  | (A) | (D) | 05/14/2002   | 11/13/2011      | Common Stock  |
|  |  |                                      |  |                                |  |     |     |  |                 | 237,600   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DOUGLASS SAM P<br>2727 ALLEN PARKWAY<br>13TH FLOOR<br>HOUSTON, TX 77019 | X             |           | CEO     |       |

## Signatures

Phil Walters

07/05/2005

\*\*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) Shares owned by trusts for the benefit of members of Mr. Douglass' family of which Mr. Douglass is the trustee and a lifetime beneficiary.
- (2) Shares owned by Equus Corporation International ("ECI") of which Mr. Douglass is the Chairman and the CEO. Mr. Douglass disclaims beneficial ownership of all shares not directly owned by him.

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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