

BOCA RESORTS INC
Form 4
December 14, 2004

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 *
JOHNSON GEORGE D JR

(Last) (First) (Middle)

450 EAST LAS OLAS BLVD., STE. 1500

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOCA RESORTS INC [RST]

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2004

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	(A) or (D)	Price
Class A common stock	12/10/2004		D		1,118,848	D	\$ 24 ⁽¹⁾ 0
						I	By GDJ, Jr. Investments Limited Partnership
Class A common stock	12/10/2004		D		15,000	D	\$ 24 ⁽¹⁾ 0
						I	By spouse, for which Mr. Johnson disclaims beneficial ownership
Class A common	12/10/2004		D		303,000	D	\$ 24 ⁽¹⁾ 0
						I	By GD Johnson III

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stock								ESA Trust, for which Mr. Johnson disclaims beneficial ownership	
Class A common stock	12/10/2004		D	303,000	D	\$ 24 <u>(1)</u>	0	I	By SP Johnson ESA Trust, for which Mr. Johnson disclaims beneficial ownership

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.55	12/10/2004		D	10,000	<u>(2)</u> 11/07/2013	Class A Common Stock 10,000
Employee Stock Option (right to buy)	\$ 11.16	12/10/2004		D	10,000	<u>(3)</u> 11/19/2012	Class A Common Stock 10,000
Employee Stock Option (right to buy)	\$ 9.32	12/10/2004		D	10,000	<u>(4)</u> 11/05/2011	Class A Common Stock 10,000

buy)

Employee
Stock

Option	\$ 13.6875	12/10/2004	D	10,000	<u>(5)</u>	11/02/2010	Class A Common Stock	10,000
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buy)

Employee
Stock

Option	\$ 9.5	12/10/2004	D	10,000	<u>(6)</u>	11/15/2009	Class A Common Stock	10,000
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buy)

Employee
Stock

Option	\$ 10.375	12/10/2004	D	20,000	<u>(7)</u>	11/17/2008	Class A Common Stock	20,000
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buy)

Employee
Stock

Option	\$ 19.125	12/10/2004	D	10,000	<u>(8)</u>	11/17/2007	Class A Common Stock	10,000
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buy)

Employee
Stock

Option	\$ 10	12/10/2004	D	25,000	<u>(9)</u>	11/13/2006	Class A Common Stock	25,000
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buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON GEORGE D JR 450 EAST LAS OLAS BLVD. STE. 1500 FORT LAUDERDALE, FL 33301	X			

Signatures

/s/ George D. Johnson, Jr.	12/14/2004
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**Signature of Reporting Person	Date
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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)

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Disposed of pursuant to an Agreement and Plan of Merger, dated as of October 20,2004, between the Boca Resorts, Inc., Baton Holdings Inc. and Baton Acquisition Inc. in exchange for \$24 per share on the effective date of the merger.

(2) This option, which provided for vesting in four equal annual installments beginning 11/07/04, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$104,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

(3) This option, which provided for vesting in four equal annual installments beginning 11/19/03, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$128,400, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

(4) This option, which provided for vesting in four equal annual installments beginning 11/05/02, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$146,800, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

(5) This option, which provided for vesting in four equal annual installments beginning 11/02/01, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$103,125, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

(6) This option, which provided for vesting in four equal annual installments beginning 11/15/00, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$145,000, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

(7) This option, which provided for vesting in four equal annual installments beginning 11/17/99, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$272,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

(8) This option, which provided for vesting in four equal annual installments beginning 11/17/98, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$48,750, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

(9) This option, which provided for vesting in four equal annual installments beginning 11/13/97, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$350,000, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Raton, Inc. on the effective date of the merger (i.e., \$24 per share).

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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