

APPLICA INC  
Form 4  
January 25, 2007

**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 \*  
Guptill Brian Scott

(Last) (First) (Middle)  
3633 FLAMINGO ROAD  
(Street)

MIRAMAR, FL 33027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
APPLICA INC [APN]

3. Date of Earliest Transaction (Month/Day/Year)  
01/23/2007

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)  
SVP-Engineering

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)
			Code	V Amount (D) Price			
Common Stock, par value \$0.10 per share	01/23/2007		D <sup>(1)</sup>	26,000 D \$ 0 (1) 0		D	

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 4.38	01/23/2007		D <sup>(2)</sup>	25,000	09/21/2005	09/21/2009	Common Stock	25,000
Option (right to buy)	\$ 4.9	01/23/2007		D <sup>(2)</sup>	15,000	12/05/2003	12/05/2007	Common Stock	15,000
Option (right to buy)	\$ 7.46	01/23/2007		D <sup>(2)</sup>	2,000	12/03/2004	12/03/2008	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guptill Brian Scott 3633 FLAMINGO ROAD MIRAMAR, FL 33027			SVP-Engineering	

## Signatures

/s/ Brian S. Guptill  
01/25/2007  
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).
- Pursuant to the terms of the Agreement and Plan of Merger dated October 19, 2006, as subsequently amended, between Applica Incorporated and affiliates of Harbinger Capital Partners, at the effective time of the merger contemplated therein, each outstanding share of Applica common stock was cancelled and converted into the right to receive \$8.25 in cash, without interest.
- (1)
- Pursuant to the terms of the Merger Agreement, at the effective time of the merger, each stock option to purchase shares of Applica common stock that was outstanding and unexercised immediately prior to the effective time of the merger, whether or not vested, was cancelled and converted into the right to receive an amount in cash equal to the excess, if any, of \$8.25 over the exercise price per share of such stock option.
- (2)

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- (3) This option was granted pursuant to the issuer's stock option plan, which complies with the requirements for exemption set forth in Rule 16b-3 of the Securities Exchange Act of 1934.

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.