

HANDLEY RICHARD L
 Form 4
 December 14, 2004

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 *
 HANDLEY RICHARD L

(Last) (First) (Middle)
 450 EAST LAS OLAS BLVD, SUITE 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)
 SVP,Secretary,General Counsel

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 |
| Class A Common Stock | 12/10/2004 | | D | | 15,000 | D | \$ 24 (1) 0 |

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)

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| 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 | | 37,500 | | <u>(2)</u> | 11/07/2013 | Class A Common Stock | 37,500 |
| Employee Stock Option (right to buy) | \$ 11.16 | 12/10/2004 | | D | | 37,500 | | <u>(3)</u> | 11/19/2012 | Class A Common Stock | 37,500 |
| Employee Stock Option (right to buy) | \$ 9.32 | 12/10/2004 | | D | | 37,500 | | <u>(4)</u> | 11/05/2011 | Class A Common Stock | 37,500 |
| Employee Stock Option (right to buy) | \$ 13.6875 | 12/10/2004 | | D | | 50,000 | | <u>(5)</u> | 11/02/2010 | Class A Common Stock | 50,000 |
| Employee Stock Option (right to buy) | \$ 9.75 | 12/10/2004 | | D | | 50,000 | | <u>(6)</u> | 01/03/2010 | Class A Common Stock | 50,000 |
| Employee Stock Option (right to buy) | \$ 9.3125 | 12/10/2004 | | D | | 50,000 | | <u>(7)</u> | 01/04/2009 | Class A Common Stock | 50,000 |
| Employee Stock Option (right to buy) | \$ 17.25 | 12/10/2004 | | D | | 50,000 | | <u>(8)</u> | 01/02/2008 | Class A Common Stock | 50,000 |
| | \$ 25 | 12/10/2004 | | D | | 63,600 | | <u>(9)</u> | 05/21/2007 | | 63,600 |

Employee
 Stock
 Option
 (right to
 buy)

Class A
 Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HANDLEY RICHARD L 450 EAST LAS OLAS BLVD SUITE 1500 FORT LAUDERDALE, FL 33301 | | | SVP,Secretary,General Counsel | |

Signatures

/s/ Richard L.
 Handley

12/14/2004

**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) 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.
 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 \$391,875, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, Inc. on the effective date of the merger (i.e., \$24 per share).
 - (2) 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 \$481,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, 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 11/05/02, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$550,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, 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 11/02/01, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$515,625, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, 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 1/03/01, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$712,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, 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 1/04/00, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$734,375, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, Inc. on the effective date of the merger (i.e., \$24 per share).
 - (7)

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(8) This option, which provided for vesting in four equal annual installments beginning 1/02/99, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$337,500, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, 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 5/21/98, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$0.0, representing the difference between the exercise price of the option and the market value of the underlying Class A common stock of Boca Resorts, 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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