

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 \*  
ROCHON RICHARD C

(Last) (First) (Middle)

200 SOUTH ANDREWS AVENUE, SIXTH FLOOR

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |  |
|                                 |                                      |  |                                | Code  | V   |  |  |
|                                 |                                      |  |                                |   | Amount  |  |  |
|                                 |                                      |  |                                |   | (D)   |  |  |
|                                 |                                      |  |                                |   | Price   |  |  |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title                | Amount Number Shares |
|--------------------------------------|------------------------------|------------------|------------|---|-----------|------------------|-----------------|----------------------|----------------------|
|                                      |                              |                  |            | Code  | V (A) (D) |                  |                 |                      |                      |
| Employee Stock Option (right to buy) | \$ 13.55                     | 12/10/2004       | D          |   | 10,000    | <u>(1)</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>(2)</u>       | 11/19/2012      | Class A Common Stock | 10,000               |
| Employee Stock Option (right to buy) | \$ 9.32                      | 12/10/2004       | D          |   | 50,000    | <u>(3)</u>       | 11/05/2011      | Class A Common Stock | 50,000               |
| Employee Stock Option (right to buy) | \$ 13.6875                   | 12/10/2004       | D          |   | 150,000   | <u>(4)</u>       | 11/02/2010      | Class A Common Stock | 150,000              |
| Employee Stock Option (right to buy) | \$ 9.75                      | 12/10/2004       | D          |   | 150,000   | <u>(5)</u>       | 01/03/2010      | Class A Common Stock | 150,000              |
| Employee Stock Option (right to buy) | \$ 17.25                     | 12/10/2004       | D          |   | 150,000   | <u>(6)</u>       | 01/02/2008      | Class A Common Stock | 150,000              |
| Employee Stock Option (right to buy) | \$ 23.06                     | 12/10/2004       | D          |   | 50,000    | <u>(7)</u>       | 04/04/2007      | Class A Common Stock | 50,000               |
| Employee Stock Option (right to buy) | \$ 10                        | 12/10/2004       | D          |   | 25,000    | <u>(8)</u>       | 11/13/2006      | Class A Common Stock | 25,000               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ROCHON RICHARD C<br>200 SOUTH ANDREWS AVENUE<br>SIXTH FLOOR<br>FORT LAUDERDALE, FL 33301 | X             |           |         |       |

## Signatures

/s/ Richard C.  
Rochon

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) 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 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 \$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 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 \$734,000, 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 \$1,546,875, 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).

(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 \$2,137,500, 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 1/02/99, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$1,012,500, 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).

(7) This option, which provided for vesting in four equal annual installments beginning 4/04/98, the first anniversary of the date of grant, was canceled in the merger in exchange for a cash payment of \$47,000, 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).

(8) 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 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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