

KEITH COMPANIES INC

Form 4

September 19, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEITH ARAM H

(Last) (First) (Middle)

**C/O THE KEITH COMPANIES,
INC., 19 TECHNOLOGY DRIVE**

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KEITH COMPANIES INC [TKCI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2005

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)

Chief Executive Officer

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	09/15/2005		M		46,000	A	\$ 9.9 0
Common Stock	09/15/2005		F		28,780	D	\$ 23.71 0
Common Stock	09/15/2005		M		30,000	A	\$ 14.5 0
Common Stock	09/15/2005		F		22,975	D	\$ 23.71 0
Common Stock	09/15/2005		M		40,000	A	\$ 10.01 0

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Common Stock	09/15/2005	F	26,622	D	\$ 23.71	0	D
Common Stock	09/15/2005	D	1,337,840	D	<u>11</u>	0	D

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

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(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)	\$ 9.9	09/15/2005		M	46,000	<u>(2)</u> 06/03/2009	Common Stock 46,000
Employee Stock Option (right to buy)	\$ 14.5	09/15/2005		M	30,000	<u>(4)</u> 07/11/2012	Common Stock 30,000
Employee Stock Option (right to buy)	\$ 10.01	09/15/2005		M	40,000	<u>(3)</u> 05/11/2013	Common Stock 40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEITH ARAM H C/O THE KEITH COMPANIES, INC.	X Chief Executive Officer

19 TECHNOLOGY DRIVE
IRVINE, CA 92618

Signatures

/s/ Aram H.
Keith

09/19/2005

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) Disposed of pursuant to merger agreement between issuer and Stantec, Inc., in exchange for cash and shares of Stantec, Inc. common stock equal to \$23.71 as of the effective date of the merger.
- (2) This option vests in five equal annual installments beginning on June 4, 1999.
- (3) This option vests in five equal annual installments beginning on July 12, 2002.
- (4) This option vests in five equal annual installments beginning on May 12, 2003.

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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