#### MARRACCINO FRANK L

Form 4

January 14, 2005

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MARRACCINO FRANK L

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

ONYX ACCEPTANCE CORP

[ONYX]

(Month/Day/Year)

27051 TOWNE CENTRE DRIVE 01/11/2005

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

**Executive Vice President** 6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_X\_\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

Person

Issuer

below)

# FOOTHILLS RANCH, CA 92610

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Transaction r D			_		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/11/2005		X(2)	30,251	A	\$ 5.75	68,083	D		
Common Stock	01/11/2005		X(2)	10,689	A	\$ 5.75	78,952	D		
Common Stock	01/11/2005		X(2)	23,576	A	\$ 5.75	102,528	D		
Common Stock	01/11/2005		X(2)	6,907	A	\$ 5.5	109,435	D		
Common Stock	01/11/2005		X(2)	5,000	A	\$ 11.75	114,435	D		

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Common Stock	01/11/2005	X(2)	6,459	A	\$ 2.7	120,894	D	
Common Stock	01/11/2005	X(2)	5,209	A	\$ 3.66	126,103	D	
Common Stock	01/11/2005	X(2)	3,437	A	\$ 3.5	129,540	D	
Common Stock	01/11/2005	X(2)	459	A	\$ 3.5	129,999	D	
Common Stock	01/11/2005	X(2)	697	A	\$ 5.5	130,696	D	
Common Stock	01/11/2005	X(2)	4,373	A	\$ 5.75	135,069	D	
Common Stock	01/11/2005	X(2)	1,424	A	\$ 5.75	136,493	D	
Common Stock	01/11/2005	X(2)	9,132	A	\$ 5.75	145,625	D	
Common Stock	01/11/2005	X(2)	14,750	A	\$ 5.75	160,375	D	
Common Stock	01/11/2005	D <u>(1)</u>	160,375	D	\$ 28	0	D	
Common Stock	01/11/2005	D <u>(1)</u>	8,144	D	\$ 28	0	I	By Managed Account (401(k) Plan)

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

3. Transaction Date 3A. Deemed

1. Title of

2.

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5. Number of 6. Date Exercisable and

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

4.

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactio Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

7. Title and Amount of

SEC 1474

(9-02)

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Stock Options (right to purchase)	\$ 5.75	01/11/2005	X <u>(2)</u>	30,251	(2)	01/02/2008	Common Stock	30,251
Stock Options (right to purchase)	\$ 5.75	01/11/2005	X(2)	10,869	(2)	10/27/2008	Common Stock	10,869
Stock Options (right to purchase)	\$ 5.75	01/11/2005	X(2)	23,576	(2)	10/27/2008	Common Stock	23,576
Stock Options (right to purchase)	\$ 5.5	01/11/2005	X <sup>(2)</sup>	6,907	(2)	02/23/2009	Common Stock	6,907
Stock Options (right to purchase)	\$ 11.75	01/11/2005	X(2)	5,000	(2)	01/02/2014	Common Stock	5,000
Stock Options (right to purchase)	\$ 2.7	01/11/2005	X(2)	6,459	(2)	02/03/2013	Common Stock	6,459
Stock Options (right to purchase)	\$ 3.66	01/11/2005	X <sup>(2)</sup>	5,209	(2)	05/23/2011	Common Stock	5,209
Stock Options (right to purchase)	\$ 3.5	01/11/2005	X(2)	3,437	(2)	09/22/2010	Common Stock	3,437
Stock Options (right to purchase)	\$ 3.5	01/11/2005	X <u>(2)</u>	459	(2)	09/22/2010	Common Stock	459
Stock Options (right to purchase)	\$ 5.5	01/11/2005	X <u>(2)</u>	697	(2)	02/23/2009	Common Stock	697
Stock Options (right to purchase)	\$ 5.75	01/11/2005	X(2)	4,373	(2)	10/27/2008	Common Stock	4,373
, , , , , , , , , , , , , , , , , , ,	\$ 5.75	01/11/2005	X(2)	1,424	(2)	10/27/2008		1,424

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Stock Options (right to purchase)							Common Stock	
Stock Options (right to purchase)	\$ 5.75	01/11/2005	X(2)	9,132	(2)	10/27/2008	Common Stock	9,132
Stock Options (right to purchase)	\$ 5.75	01/11/2005	X(2)	14,750	(2)	01/02/2008	Common Stock	14,750

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARRACCINO FRANK L 27051 TOWNE CENTRE DRIVE FOOTHILLS RANCH, CA 92610

**Executive Vice President** 

## **Signatures**

FRANK L. MARRACCINO by DON P. DUFFY, ATTORNEY-IN-FACT

01/13/2005

\*\*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).
  - The shares of common stock were disposed of pursuant to the Agreement and Plan of Merger by and among Capital One Auto Finance,
- (1) Inc., Foothill Services Corporation and Onyx Acceptance Corporation, dated as of September 20, 2004, in exchange for cash equal to \$28.00 per share.
- The options, to the extent not already vested, were deemed vested and exercisable immediately prior to the effectiveness of the merger of (2) Foothill Services Corporation with and into Onyx Acceptance Corporation (the "Effective Time"). The options were deemed exercised immediately prior to the Effective Time.

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.

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