

HOWELL HILTON H JR
Form 4
March 24, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWELL HILTON H JR

2. Issuer Name **and** Ticker or Trading
Symbol
ATLANTIC AMERICAN CORP
[AAME]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4370 PEACHTREE ROAD, N.E.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

ATLANTA, GA 30319

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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)	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)
Common Stock	02/28/2005		A	(A) or (D) Amount 20,000 (1)	A 11 197,233	D	
Common Stock (2)					34,368	I	401(k) Plan
Common Stock (3)					39,025	I	By Spouse
Common Stock (4)					2,175	I	By Spouse - IRA
Common Stock (5)					6,720	I	Joint - Harriett J. Robinson

w/ son

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Derivative Security Bought or Sold (Instr. 6)
Option to Buy (6)	(6)			Code V (A) (D)		Date Exercisable (6) Expiration Date (6)	Title Cmn Stk	Amount or Number of Shares 200,000 (6)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL HILTON H JR 4370 PEACHTREE ROAD, N.E. ATLANTA, GA 30319	X		President & CEO	

Signatures

Janie L. Ryan,
POA 03/24/2005

**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) Represents a lapse of forfeiture provisions with respect to 20000 shares of common stock previously awarded pursuant to the Company's 1992 Incentive Plan.
- (2) Mr. Howell has an indirect ownership interest in 34368 shares held in a 401(k) Plan based on his most recent plan statement.

Edgar Filing: HOWELL HILTON H JR - Form 4

- Mr. Howell has an indirect ownership interest in 39025 shares of which 1025 shares are held directly by his spouse; 6000 shares are held F/B/O his daughter, Alston Elizabeth Howell, with his spouse, as Custodian; 7000 shares are held F/B/O his son, Hilton Hatchett Howell, III, with his spouse as Custodian; 12500 shares are held F/B/O his daughter, Anna Louise Howell, with his spouse as Custodian; and 12500 shares are held F/B/O his daughter, Julia Bailey Howell, with his spouse as Custodian, as to which Mr. Howell expressly disclaims beneficial ownership.
- (3) Mr. Howell also has an indirect ownership interest in 2175 shares held directly by Mr. Howell's spouse in an IRA account as to which Mr. Howell expressly disclaims beneficial ownership.
- (4) Mr. Howell also has an indirect ownership interest in 6720 shares owned jointly by his son with Harriett J. Robinson as to which Mr. Howell expressly disclaims beneficial ownership.
- (5) Mr. Howell also holds employee stock options to acquire 100000 shares of common stock granted under the Company's 1992 Incentive Plan at an exercise price of \$1.25 and 100000 shares of common stock granted under the Company's 2002 Incentive Plan at an exercise price of \$1.59, each as previously reported.
- (6)

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.