

BRISTOL WEST HOLDINGS INC
Form 4
November 22, 2005

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 *
GUJRAL INDER JEET

2. Issuer Name and Ticker or Trading Symbol
BRISTOL WEST HOLDINGS INC
[BRW]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
120 WEST 87TH
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10024
(City) (State) (Zip)

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	11/21/2005		X		19,557	A	\$ 3.83	19,557	I	By OneShield, Inc. ⁽¹⁾
Common Stock, par value \$0.01 per share	11/21/2005		J ⁽²⁾		3,863	D	\$ 19.39	15,694	I	By OneShield, Inc. ⁽¹⁾

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
Warrants (Right to Buy)	\$ 3.83	11/21/2005		X	19,557	(3) 07/23/2012	Common Stock 19,557
Warrants (Right to Buy)	\$ 3.83					(3) 07/23/2012	Common Stock 443,292

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUJRAL INDER JEET 120 WEST 87TH NEW YORK, NY 10024	X			

Signatures

Alexis S. Oster, Power of Attorney for Reporting Person
11/22/2005

__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).
- These securities are owned of record by OneShield Inc. of which the Reporting Person is a stockholder and the Chairman of the Board.
- (1) Accordingly, the Reporting Person may be deemed to beneficially own these securities. The Reporting Person disclaims such beneficial ownership except to the extent of his pecuniary interest therein.
 - (2) Payment of exercise price of warrants by withholding of securities by the issuer.
 - (3) 25% of the warrants originally issued became exercisable in 12 equal monthly installments beginning on August 23, 2002 and 75% become exercisable based upon future services and performance by FireMark Partners LLC.

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- (4) These warrants (options) were distributed by FireMark Partners LLC to OneShield, Inc. in proportion to OneShield, Inc.'s investment in FireMark Partners LLC in a transaction exempt under Rule 16a-13.

These securities are owned of record by FireMark Partners LLC of which the Reporting Person is a member. Accordingly, the Reporting

- (5) Person may be deemed to beneficially own these securities. The Reporting Person disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

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.