

DILLON RALPH D

Form 4

December 28, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DILLON RALPH D

(Last) (First) (Middle)

**C/O PARTY CITY
CORPORATION, 400 COMMONS
WAY**

(Street)

ROCKAWAY, NJ 07866

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PARTY CITY CORP [PCTY]

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2005

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/23/2005		D		195,000	D	<u>11</u> 0

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
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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)**

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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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 17	12/23/2005		D			50,000	(2)	(2)	Common Stock	50,000
Stock Options	\$ 17	12/23/2005		D			50,000	(2)	(2)	Common Stock	50,000
Stock Options	\$ 17	12/23/2005		D			50,000	(2)	(2)	Common Stock	50,000
Stock Options	\$ 17	12/23/2005		D			50,000	(2)	(2)	Common Stock	50,000
Stock Options	\$ 14.4844	12/23/2005		D			10,000	(2)	(2)	Common Stock	10,000
Stock Options	\$ 13.6563	12/23/2005		D			10,000	(2)	(2)	Common Stock	10,000
Stock Options	\$ 13.62	12/23/2005		D			10,000	(2)	(2)	Common Stock	10,000
Stock Options	\$ 12.36	12/23/2005		D			2,000	(2)	(2)	Common Stock	2,000
Stock Options	\$ 9.375	12/23/2005		D			50,000	(2)	(2)	Common Stock	50,000
Stock Options	\$ 7.46	12/23/2005		D			20,000	(2)	(2)	Common Stock	20,000
Stock Options	\$ 6.55	12/23/2005		D			3,000	(2)	(2)	Common Stock	3,000
Stock Options	\$ 6.25	12/23/2005		D			90,000	(2)	(2)	Common Stock	90,000
Stock Options	\$ 3.52	12/23/2005		D			20,000	(2)	(2)	Common Stock	20,000
Stock Options	\$ 3.4	12/23/2005		D			10,000	(2)	(2)	Common Stock	10,000
Stock Options	\$ 2	12/23/2005		D			127,940	(2)	(2)	Common Stock	127,940
Stock Options	\$ 2	12/23/2005		D			10,000	(2)	(2)	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DILLON RALPH D C/O PARTY CITY CORPORATION 400 COMMONS WAY ROCKAWAY, NJ 07866	X

Signatures

/s/ Joseph J. Zepf, Esq., attorney-in-fact for Ralph D. Dillon	12/28/2005
**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) Converted into the right to receive \$17.50 per share pursuant to the Agreement and Plan of Merger, dated as of September 26, 2005, as amended, by and among Amscan Holdings, Inc., BWP Acquisition, Inc. and Party City Corporation.

Fully vested and cashed out at the spread between the merger price of \$17.50 per share and the exercise price, pursuant to the Agreement
- (2) and Plan of Merger, dated as of September 26, 2005, as amended, by and among Amscan Holdings, Inc., BWP Acquisition, Inc. and Party City Corporation.

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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