

ISLE OF CAPRI CASINOS INC  
 Form 4  
 October 15, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSTEIN JEFFREY D**

2. Issuer Name and Ticker or Trading Symbol  
**ISLE OF CAPRI CASINOS INC [ISLE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**600 EMERSON ROAD, SUITE 300**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/08/2008**

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

**SAINT LOUIS, MO 63141**

(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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	10/08/2008		A		588 <sup>(1)</sup> A \$ 4.7	811,096	D	
Common Stock	10/08/2008		A		1,481 <sup>(2)</sup> A \$ 4.7	812,577	D	
Common Stock	10/08/2008		A		1,290 <sup>(3)</sup> A \$ 4.7	813,867	D	
Common Stock	10/08/2008		A		1,905 <sup>(4)</sup> A \$ 4.7	815,772	D	
Common Stock	10/08/2008		A		769 <sup>(5)</sup> A \$ 4.7	816,541	D	

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Common Stock	10/08/2008	A	1,143 (6)	A	\$ 4.7	817,684	D	
Common Stock	10/08/2008	A	1,026 (7)	A	\$ 4.7	818,710	D	
Common Stock	10/08/2008	A	10,000	A	\$ 20.135	828,710	D	
Common Stock						597,252	I	By Trust
Common Stock						756,585	I	Goldstein Group, Inc.
Common Stock						149,141	I	Minor Children

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
Stock Options (Right to buy)	\$ 15.535	10/08/2008		D	10,000	10/08/2003	10/08/2012	Common Stock	10,000 (6)
Stock Options (Right to buy)	\$ 20.135	10/08/2008		D	10,000	10/16/2008	10/16/2017	Common Stock	10,000 (4)
Stock Options (Right to buy)	\$ 20.18	10/08/2008		D	5,000	10/07/2006	10/07/2015	Common Stock	5,000 (5)

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Stock Options (Right to buy)	\$ 20.27	10/08/2008	D	10,000	10/08/2005	10/08/2014	Common Stock	10,000 (3)
Stock Options (Right to buy)	\$ 20.55	10/08/2008	D	10,000	10/10/2004	10/10/2013	Common Stock	10,000 (7)
Stock Options (Right to buy)	\$ 24.54	10/08/2008	D	5,000	05/05/2006	05/05/2015	Common Stock	5,000 (1)
Stock Options (Right to buy)	\$ 25.01	10/08/2008	D	10,000	10/26/2007	10/26/2016	Common Stock	10,000 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN JEFFREY D 600 EMERSON ROAD SUITE 300 SAINT LOUIS, MO 63141	X			

## Signatures

JeffreyGoldstein                      10/10/2008

\_\_Signature of                      Date  
Reporting Person

## 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).
- (4) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/16/2007. In exchange for the options, the reporting person received 1,905 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011
- (3) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/8/2004. In exchange for the options, the reporting person received 1,290 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011
- (5) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/7/2005. In exchange for the options, the reporting person received 769 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011
- (6) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/8/2002. In exchange for the options, the reporting person received 1,143 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011

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(7) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/10/2003. In exchange for the options, the reporting person received 1,026 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011

(1) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 5/5/2005. In exchange for the options, the reporting person received 588 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011

(2) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/26/2006. In exchange for the options, the reporting person received 1,481 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011

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.