

INTERPOOL INC
Form 15-12B
July 19, 2007

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 1-11862

INTERPOOL, INC.

(Exact name of registrant as specified in its charter)

**211 College Road East, Princeton, New Jersey 08540
(609) 452-8900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common stock, par value \$0.001 per share
9.875% Series A and Series B Junior Subordinated Deferrable Interest Debentures due
February 15, 2027
9.25% Convertible Redeemable Junior Subordinated Debentures due 2022
6.00% Senior Notes due 2014
7.35% Notes due 2007
7.20% Notes due 2007**

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------------------------------------|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| | | Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date:

Security

**Number of
Holders**

| | |
|--|----------|
| Common stock, par value \$0.001 per share | 1 |
| 9.875% Series A and Series B Junior Subordinated Deferrable Interest Debentures due February 15, 2027 | 0 |
| 9.25% Convertible Redeemable Junior Subordinated Debentures due 2022 | 0 |
| 6.00% Senior Notes due 2014 | 0 |
| 7.35% Notes due 2007 | 0 |
| 7.20% Notes due 2007 | 0 |

Pursuant to the requirements of the Securities Exchange Act of 1934, Interpool, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: July 19, 2007

INTERPOOL, INC.

By: /s/ James F. Walsh
Name: James F. Walsh
Title: Executive Vice President and
Chief Financial Officer