

IONICS INC
Form 4
February 23, 2005

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 *
STANT FREDERICK T III

(Last) (First) (Middle)

WILLIAMS MULLEN, 222
CENTRAL PARK AVE STE 1700

(Street)

VIRGINIA BEACH, VA 23462

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IONICS INC [ION]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2005

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 | 02/22/2005 | | U | | 230,196 | D (1) | \$ 44 0 |
| Common Stock | 02/22/2005 | | U | | 541 | D (1) | \$ 44 0 |

See Footnote (2) (3)

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

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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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (Right to Buy) | \$ 25.1 | 02/22/2005 | | U | 2,000 | (4) (4) | Common Stock | 2,000 \$ 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STANT FREDERICK T III WILLIAMS MULLEN 222 CENTRAL PARK AVE STE 1700 VIRGINIA BEACH, VA 23462 | | X | | |

Signatures

/s/ Stephen Korn,
Attorney-in-fact

02/22/2005

**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).

(1) The disposition of the securities is exempt pursuant to Section 16b-3(e).

Includes 14,479 shares held by The Richard Dickerson Irrevocable Trust No. 3 dated July 1, 1991, 33,540 shares held by The Douglas Dickerson Irrevocable Trust No. 3 f/b/o Meredith D. Walthall, 33,540 shares held by The Douglas Dickerson Irrevocable Trust No. 3 f/b/o Paige L. Dickerson, 33,539 shares held by The Douglas Dickerson Irrevocable Trust No. 3 f/b/o Douglas G Dickerson, II, 14,479 shares held by The Richard Dickerson Irrevocable Trust No. 3 dated July 1, 1991, 20,124 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Courtney B. Dickerson, 20,124 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Andrew G. Dickerson, 20,124 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Ryan C. Dickerson, 20,124 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Kimberly D. Nikki, and 20,123 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Richard C. Dickerson, Jr.

(3) Mr. Stant, as the independent trustee of each trust, has the sole power to direct the voting, and the shared power to direct the disposition, of the shares of common stock held by these trusts. However, he has no pecuniary interest in these shares.

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- (4) Pursuant to the Merger Agreement between the issuer, General Electric Company and Triton Acquisition Corp., the stock options will be converted at the effective time of the merger into the right to receive a cash payment equal to the excess of \$44.00 over the exercise price of such stock option multiplied by the number of shares subject to such stock option. The disposition of the securities is exempt pursuant to Section 16b-3(e).

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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