

FITZGERALD BRIAN

Form 4

February 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FITZGERALD BRIAN

2. Issuer Name **and** Ticker or Trading  
Symbol  
SECURITY CAPITAL CORP/DE/  
[SCC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2005

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman, President and CEO

C/O SECURITY CAPITAL  
CORP., EIGHT GREENWICH  
OFFICE PARK

(Street)

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

GREENWICH, CT 06831

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                       | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                          |
|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------|
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share | 02/24/2005                              |                                                             | M                                    | 320,000                                                                 | A                                                                                                                  | \$<br>6.125                                                             | 513,945                                                           | D                        |
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 527,689                                                                 | I                                                                 | By<br>corporation<br>(1) |

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|                                                             |           |   |                          |
|-------------------------------------------------------------|-----------|---|--------------------------|
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share | 4,455,672 | I | By<br>partnership<br>(2) |
| Class A<br>Common<br>Stock, par<br>value \$.01<br>per share | 82,453    | I | By trust (3)             |

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 number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.                         |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(right to<br>buy) <sup>(4)</sup> | \$ 6.125                                                              | 02/24/2005                              |                                                             | M                                       |                                                                                                           | 320,000                                                        |     | <u>(5)</u>                                                          | <u>(6)</u>         | Class A<br>Common<br>Stock | 320,000                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |                             |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                                      | Director      | 10% Owner | Officer                     | Other |
| FITZGERALD BRIAN<br>C/O SECURITY CAPITAL CORP.<br>EIGHT GREENWICH OFFICE PARK<br>GREENWICH, CT 06831 | X             | X         | Chairman, President and CEO |       |

## Signatures

/s/ Brian D.  
Fitzgerald

02/28/2005

Date

Signature of  
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).
- (1) The reporting person is reporting the aggregate number of shares held of record by FGS, Inc. The reporting person disclaims pecuniary interest in such shares beyond his proportional ownership of FGS, Inc.
- The reporting person is reporting the aggregate number of shares held of record by CP Acquisition, L.P. No. 1. The reporting person
- (2) disclaims pecuniary interest in such shares beyond the proportional ownership of CP Acquisition, L.P. No. 1 held by the reporting person indirectly through FGS, Inc. and Capital Partners, Inc.
- The shares are held of record by Trust Dated 6/26/81 for the Benefit of the Children of Brian D. Fitzgerald, of which the reporting
- (3) person's brother is the trustee and the reporting person's minor children are the sole beneficiaries. The reporting person disclaims pecuniary interest in all such shares.
- (4) The option to buy 400,000 shares of Class A Common Stock was granted on July 13, 2000 (the "Grant Date") pursuant to the Security Capital Corporation 2000 Long-Term Incentive Plan.
- (5) The option is exercisable in five equal installments. The first four installments became exercisable on July 13, 2001, July 13, 2002, July 13, 2003 and July 13, 2004. The remaining 20% becomes exercisable on July 13, 2005.
- The option terminates at the earliest of (a) the tenth anniversary of the Grant Date, (b) as to the unvested portion of the option, the date of
- (6) the termination of the grantee's employment, and (c) as to the vested portion of the option, the 91st day following the termination of the grantee's employment, unless the grantee is terminated for cause, in which case the vested portion of the option terminates on the date of termination of employment.

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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