

American Reprographics CO
 Form 4
 February 08, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
CODE HENNESSY & SIMMONS LLC

(Last) (First) (Middle)

10 S. WACKER DRIVE, SUITE 3175

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

American Reprographics CO [ARP]

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

02/09/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 ⁽¹⁾ | 02/09/2005 | | S | | 4,695,933 ⁽¹⁾ | D | \$ 13 |
| | | | | | 12,666,753 ⁽²⁾ | I | |

See footnote ⁽²⁾

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

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CODE HENNESSY & SIMMONS LLC 10 S. WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |
| CHS Associates IV 10 S. WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |
| ARC Acquisition Co. L.L.C. 10 S. WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |
| CHS MANAGEMENT IV LP 10 S. WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |
| CODE HENNESSY & SIMMONS IV LP 10 S. WACKER DRIVE, SUITE 3175 CHICAGO, IL 60606 | | X | | |

Signatures

| | |
|---------------------------------------|------------|
| /s/ Andrew W. Code, Authorized Person | 02/08/2005 |
| **Signature of Reporting Person | Date |
| /s/ Andrew W. Code, Authorized Person | 02/08/2005 |
| **Signature of Reporting Person | Date |
| /s/ Andrew W. Code, Authorized Person | 02/08/2005 |
| **Signature of Reporting Person | Date |

/s/ Andrew W. Code, Authorized
Person 02/08/2005
**Signature of Reporting Person Date

/s/ Andrew W. Code, Authorized
Person 02/08/2005
**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).

This number includes 7,699 shares disposed by CHS Associates IV and 4,688,234 shares disposed by ARC Acquisition Co., L.L.C. Code Hennessy & Simmons LLC is the general partner of CHS Management IV LP, which in turn is the general partner of Code Hennessy & Simmons IV LP, which in turn is the sole member of ARC Acquisition Co., L.L.C. Code Hennessy & Simmons LLC is also the
(1) managing partner of CHS Associates IV. Code Hennessy & Simmons LLC may be deemed to beneficially own the shares disposed by CHS Associates IV but disclaims beneficial ownership of shares in which it does not have a pecuniary interest. Code Hennessy & Simmons LLC, CHS Management IV LP and Code Hennessy & Simmons IV LP may be deemed to beneficially own the shares disposed by ARC Acquisition Co., L.L.C. but disclaim beneficial ownership of shares in which they do not have a pecuniary interest.

This number includes 20,766 shares owned by CHS Associates IV and 12,645,987 shares owned by ARC Acquisition Co., L.L.C. Code Hennessy & Simmons LLC is the general partner of CHS Management IV LP, which in turn is the general partner of Code Hennessy & Simmons IV LP, which in turn is the sole member of ARC Acquisition Co., L.L.C. Code Hennessy & Simmons LLC is also the
(2) managing partner of CHS Associates IV. Code Hennessy & Simmons LLC may be deemed to beneficially own the shares owned by CHS Associates IV but disclaims beneficial ownership of shares in which it does not have a pecuniary interest. Code Hennessy & Simmons LLC, CHS Management IV LP and Code Hennessy & Simmons IV LP may be deemed to beneficially own the shares owned by ARC Acquisition Co., L.L.C. but disclaim beneficial ownership of shares in which they do not have a pecuniary interest.

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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