

NOLAN PETER J
Form 4
May 10, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
NOLAN PETER J

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FTD Group, Inc. [FTD]

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share					15,406,249	I (1)	By Green Equity Investors IV, L.P.
Common Stock, par value \$0.01 per share	04/29/2005		P	1,000 A \$ 10.5	6,000	D	
Common Stock, par value \$0.01 per share	04/29/2005		P	1,500 A \$ 10.52	7,500	D	

Edgar Filing: NOLAN PETER J - Form 4

Common Stock, par value \$0.01 per share	04/29/2005	P	500	A	\$ 10.54	8,000	D
Common Stock, par value \$0.01 per share	04/29/2005	P	2,500	A	\$ 10.55	10,500	D
Common Stock, par value \$0.01 per share	04/29/2005	P	1,000	A	\$ 10.57	11,500	D
Common Stock, par value \$0.01 per share	04/29/2005	P	500	A	\$ 10.6	12,000	D
Common Stock, par value \$0.01 per share	04/29/2005	P	2,000	A	\$ 10.61	14,000	D
Common Stock, par value \$0.01 per share	04/29/2005	P	1,000	A	\$ 10.65	15,000	D

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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOLAN PETER J 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X			

Signatures

/s/ Peter J.
Nolan

05/10/2005

 **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 15,406,249 shares of common stock of the Issuer reported herein are owned directly by Green Equity Investors IV, L.P. ("GEI"). Peter J. Nolan is a partner of Leonard Green & Partners, L.P., which is the management company of GEI, and a member of Green Partnership Holdings, LLC, which is a limited partner of GEI. Mr. Nolan directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI and, therefore, a "ten percent holder" hereunder. Mr. Nolan disclaims beneficial ownership of the securities owned by GEI, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Nolan is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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.