

HUIZENGA H WAYNE JR
 Form 4
 December 14, 2004

FORM 4

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

OMB APPROVAL

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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 *
 HUIZENGA H WAYNE JR

(Last) (First) (Middle)

450 EAST LAS OLAS BOULEVARD

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BOCA RESORTS INC [RST]

3. Date of Earliest Transaction (Month/Day/Year)
 10/04/2004

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)
 X 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 | (A) or (D) | Price | |
| Class A Common Stock | 12/10/2004 | | U | | 300,000 | D | 0 | D |
| Class A Common Stock | 12/10/2004 | | U | | 7,504,294 | D | 0 | I (2) see footnote (2) |
| Class A Common Stock | 12/10/2004 | | U | | 1,902,487 | D | 0 | I (3) see footnote (3) |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 10 | 12/10/2004 | | D | 5,000 | <u>(4)</u> 11/13/2006 | Class A Common Stock | 5,000 |
| Stock Options | \$ 23.06 | 12/10/2004 | | D | 25,000 | <u>(4)</u> 04/04/2007 | Class A Common Stock | 25,000 |
| Stock Options | \$ 17.25 | 12/10/2004 | | D | 1,000 | <u>(4)</u> 01/02/2008 | Class A Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HUIZENGA H WAYNE JR 450 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FL 33301 | | X | | |

Signatures

H. Wayne
Huizenga, Jr. 12/10/2004

**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) Disposed of pursuant to merger agreement between the issuer and an affiliate of The Blackstone Group, whereby the issuer was acquired in exchange for a cash payment of \$24.00 per share. The merger transaction was consummated on December 10, 2004.

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- These shares were held by W World Investments, Ltd., a Florida limited partnership, the sole general partner of which is H Family Investments, Inc., a Florida corporation, of which the sole voting shareholder is H. Wayne Huizenga, Jr. H. Wayne Huizenga, Jr. is signing this Form 4 individually and in his capacity as President of H. Family Investments, Inc., the sole general partner of W World Investments, Ltd.
- (2) These shares were held by H. Family Limited Partnership, a Nevada limited partnership, the sole general partner of which is H Family Investments, Inc., a Nevada corporation, of which the sole voting shareholder is H. Wayne Huizenga, Jr.
 - (4) Each of these options, which were to vest over a period of time, were canceled upon the consummation of the merger, in exchange for a cash payment of \$24.00 less the exercise price of the option.

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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