

ITLA CAPITAL CORP
Form 4
May 30, 2006

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 *
WALLACE SCOTT A

(Last) (First) (Middle)

C/O ITLA CAPITAL CORPORATION, 888 PROSPECT ST., STE 110

(Street)

LA JOLLA, CA 92037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ITLA CAPITAL CORP [ITLA]

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2006

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)
Treasurer

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) or Price (A) | | | | | |
| Common Stock | 05/25/2006 | | M | | 3,500 | A | \$ 14.5 | 3,500 | D | |
| Common Stock | 05/25/2006 | | D | | 3,500 | D | \$ 52.5001 | 0 | D | |
| Common Stock | | | | | | | | 5,239 | I | By SERP |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Option (Right to Buy) | \$ 14.5 | 05/25/2006 | | M | 3,500 | <u>(1)</u> 01/23/2007 | Common Stock | 3,500 |
| Stock Option (Right to Buy) | \$ 14 | | | | | <u>(2)</u> 02/02/2009 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 18 | | | | | <u>(3)</u> 02/02/2008 | Common Stock | 4,000 |
| Stock Option (Right to Buy) | \$ 11 | | | | | <u>(4)</u> 01/31/2010 | Common Stock | 2,000 |
| Stock Option (Right to Buy) | \$ 16.21 | | | | | <u>(5)</u> 05/09/2011 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 31.05 | | | | | <u>(6)</u> 07/15/2012 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WALLACE SCOTT A
C/O ITLA CAPITAL CORPORATION
888 PROSPECT ST., STE 110
LA JOLLA, CA 92037

Treasurer

Signatures

/s/ Scott A.
Wallace

05/30/2006

**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) One-third of option vested on January 23, 1998, one-third vested on January 23, 1999 and one-third vested on January 23, 2000.
- (2) One-third of option vested on February 2, 2000, one-third vested on February 2, 2001 and one-third vested on February 2, 2002.
- (3) One-third of option vested on February 2, 1999, one-third vested on February 2, 2000 and one-third vested on February 2, 2001.
- (4) One-third of option vested on January 31, 2001, one-third vested on January 31, 2002 and one-third vested on January 31, 2003.
- (5) One-third of option vested on May 9, 2002, one-third vested on May 9, 2003 and one-third vested on May 9, 2004.
- (6) One-third of option vested on July 15, 2003, one-third vested on July 15, 2004 and one-third vested on July 15, 2005.

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.