

TRANSPRO INC
Form 4
July 26, 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 *
COLBURN PHILIP W

(Last) (First) (Middle)

C/O PROLIANCE
INTERNATIONAL, INC., 100
GANDO DRIVE

(Street)

NEW HAVEN, CT 06513

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TRANSPRO INC [PLI]

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

07/22/2005

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |

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
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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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|---------------------------|------------------|---|----------------------------------|-------------------|----------------------------|--|---|
|---------------------------|------------------|---|----------------------------------|-------------------|----------------------------|--|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | | |
|---------------------------|---|-------------------------|--------------------|---|------------------|-------|---------------------|--------------------|-----------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option | \$ 11.75 | 07/22/2005 | D | | | 1,000 | <u>(1)</u> | 10/12/2005 | Common Stock | 1,000 |
| Common Stock Option | \$ 10.375 | 07/22/2005 | D | | | 1,000 | <u>(1)</u> | 10/19/2005 | Common Stock | 1,000 |
| Common Stock Option | \$ 11.125 | 07/22/2005 | D | | | 1,000 | <u>(1)</u> | 10/26/2005 | Common Stock | 1,000 |
| Common Stock Option | \$ 10.625 | 07/22/2005 | D | | | 1,000 | <u>(1)</u> | 11/02/2005 | Common Stock | 1,000 |
| Common Stock Option | \$ 9.625 | 07/22/2005 | D | | | 1,000 | <u>(1)</u> | 11/09/2005 | Common Stock | 1,000 |
| Common Stock Option | \$ 8.375 | 07/22/2005 | D | | | 1,500 | <u>(1)</u> | 04/26/2006 | Common Stock | 1,500 |
| Common Stock Option | \$ 7.75 | 07/22/2005 | D | | | 1,500 | <u>(1)</u> | 04/25/2007 | Common Stock | 1,500 |
| Common Stock Option | \$ 11.75 | 07/22/2005 | A | | 1,000 | | <u>(3)</u> | 07/22/2008 | Common Stock | 1,000 |
| Common Stock Option | \$ 10.375 | 07/22/2005 | A | | 1,000 | | <u>(3)</u> | 07/22/2008 | Common Stock | 1,000 |
| Common Stock Option | \$ 11.125 | 07/22/2005 | A | | 1,000 | | <u>(3)</u> | 07/22/2008 | Common Stock | 1,000 |
| Common Stock Option | \$ 10.625 | 07/22/2005 | A | | 1,000 | | <u>(3)</u> | 07/22/2008 | Common Stock | 1,000 |
| Common Stock Option | \$ 9.625 | 07/22/2005 | A | | 1,000 | | <u>(3)</u> | 07/22/2008 | Common Stock | 1,000 |

| | | | | | | | | |
|---------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|
| Common Stock Option | \$ 8.375 | 07/22/2005 | A | 1,500 | (3) | 07/22/2008 | Common Stock | 1,500 |
| Common Stock Option | \$ 7.75 | 07/22/2005 | A | 1,500 | (3) | 07/22/2008 | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COLBURN PHILIP W C/O PROLIANCE INTERNATIONAL, INC. 100 GANDO DRIVE NEW HAVEN, CT 06513 | X | | | |

Signatures

Philip Wm.
Colburn 07/26/2005

__Signature of Date
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 cancelled option was fully vested.

On July 22, 2005, the issuer cancelled, pursuant to the issuer's outside director option exchange program, options granted to the reporting person on October 12, 1995, October 19, 1995, October 26, 1995, November 2, 1995, November 9, 1995, April 26, 1996 and April 25, 1997. In exchange for such options, the director received grants of new options disclosed herein.

- (3) The new option is immediately exercisable in its entirety.

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