

UICI
Form 4
April 06, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRUXAL WILLIAM

(Last) (First) (Middle)

**805 EXECUTIVE CENTER
DRIVE, SUITE 220**

(Street)

ST. PETERSBURG, FL 33702

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
UICI [UCI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2006

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 ____X____ Other (specify
below) below)

Division Manager

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)
Common Stock	04/05/2006		J ⁽¹⁾	31,712.2042	D \$ 37 0	I	Trustees 401(k)/ESOP
Common Stock	04/05/2006		J ⁽¹⁾	10,000	D \$ 37 0	I	Trustees IRA
Class A-1 Common Stock ⁽²⁾					80	D	
Class A-1 Common Stock ⁽²⁾					12,448	I	Spouse Trust
					776	I	

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Class A-1 Common Stock ⁽²⁾								Cust for Minor Child (1)
Class A-1 Common Stock ⁽²⁾					776	I		Cust for Minor Child (2)

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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 31.68					06/24/2006	09/22/2010	A-1 Common Stock ⁽³⁾	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TRUXAL WILLIAM 805 EXECUTIVE CENTER DRIVE SUITE 220 ST. PETERSBURG, FL 33702	Division Manager

Signatures

/s/ William Truxal by Peggy G. Simpson,
POA 04/06/2006

 **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).

Pursuant to the Agreement and Plan of Merger, dated as of September 15, 2005, by and among Premium Finance LLC, Mulberry Finance Co., Inc., DLJMB IV First Merger LLC, Premium Acquisition, Inc., Mulberry Acquisition, Inc., DLJMB IV First Merger Co Acquisition

(1) Inc. and UICI, which merger became effective as of April 5, 2006, shares of UICI common stock beneficially owned by the Reporting Person were cancelled and the Reporting Person received a right to receive \$37.00 in cash for each share of UICI common stock beneficially owned by the Reporting Person.

(2) Shares of UICI common stock retained by the Reporting Person after the consummation of the merger were renamed "Class A-1 Common Stock".

(3) Stock options retained by the Reporting Person after the consummation of the merger are exercisable for "Class A-1 Common Stock".

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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