

SOTHEBYS HOLDINGS INC

Form 4

December 17, 2004

**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 \*  
**WOODHEAD ROBIN**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**SOTHEBYS HOLDINGS INC**  
**[BID]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**38500 WOODWARD**  
**AVENUE, SUITE 100**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/16/2004**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**EVP Chief Exec.Sot Euro & Asia**

**BLOOMFIELD HILLS, MI 48304**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 Ltd. Voting Common Stock | 12/16/2004                           |  | C                              |   | 25,000 | A          | <u>(1)</u>  | 25,000   | D   |
| Class A Ltd. Voting Common Stock | 12/16/2004                           |  | S                              |   | 100    | D          | \$ 18.24  | 24,900   | D   |
| Class A Ltd. Voting Common       | 12/16/2004                           |  | S                              |   | 9,400  | D          | \$ 18.25  | 15,500   | D   |

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Stock

Class A

Ltd. Voting

Common

12/16/2004

S

100

D

\$

18.26

15,400

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

1,300

D

\$

18.28

14,100

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

1,200

D

\$

18.3

12,900

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

800

D

\$

18.34

12,100

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

500

D

\$

18.35

11,600

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

6,700

D

\$

18.36

4,900

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

1,100

D

\$

18.37

3,800

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

1,200

D

\$

18.38

2,600

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

300

D

\$

18.39

2,300

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

200

D

\$

18.4

2,100

D

Stock

Class A

Ltd. Voting

Common

12/16/2004

S

800

D

\$

18.41

1,300

D

Stock

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|   |            |   |       |   |             |   |   |
|---|------------|---|-------|---|-------------|---|---|
| Class A<br>Ltd. Voting<br>Common<br>Stock | 12/16/2004 | S | 1,300 | D | \$<br>18.47 | 0 | D |
|---|------------|---|-------|---|-------------|---|---|

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

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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<br>Derivative<br>Security<br>(Instr. 3)        | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |
|--|---|---|---|---|--|--|--|
|  |   |   |   | Code                                    | V (A) (D)  | Date<br>Exercisable<br>Expiration<br>Date                      | Title  |
| Employee<br>Stock<br>Option-Right<br>to Buy <sup>(2)</sup> | \$ 8.65   | 12/16/2004                              |   | M                                       | 10,000   | 08/05/2004 08/04/2013  | Class B<br>Common<br>Stock                         |
| Class B<br>Common<br>Stock                                 | <u>(1)</u>  | 12/16/2004                              |   | M                                       | 10,000   | <u>(1)</u> <u>(1)</u>  | Class A<br>Ltd.<br>Voting<br>Common<br>Stock       |
| Class B<br>Common<br>Stock                                 | <u>(1)</u>  | 12/16/2004                              |   | C                                       | 10,000   | <u>(1)</u> <u>(1)</u>  | Class A<br>Ltd.<br>Voting<br>Common<br>Stock       |
| Employee<br>Stock<br>Option-Right<br>to Buy <sup>(2)</sup> | \$ 11.24  | 12/16/2004                              |   | M                                       | 15,000   | <u>(3)</u> 09/27/2011  | Class B<br>Common<br>Stock                         |
| Class B<br>Common<br>Stock                                 | <u>(1)</u>  | 12/16/2004                              |   | M                                       | 15,000   | <u>(1)</u> <u>(1)</u>  | Class A<br>Ltd.<br>Voting<br>Common<br>Stock       |
|  | <u>(1)</u>  | 12/16/2004                              |   | C                                       | 15,000   | <u>(1)</u> <u>(1)</u>  |  |

Class B  
Common  
Stock

Class A  
Ltd.  
Voting  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| WOODHEAD ROBIN<br>38500 WOODWARD AVENUE<br>SUITE 100<br>BLOOMFIELD HILLS, MI 48304 | X             |           | EVP Chief Exec.Sot Euro & Asia |       |

## Signatures

/s/ Robin  
Woodhead 12/17/2004

\_\_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 Issuer's Class B Common Stock is freely convertible into the Issuer's Class A Limited Voting Common Stock on a one-for-one basis.
- (2) Granted under the Issuer's 1997 Employee Stock Option Plan.
- (3) 9/28/2002 as to 10,000 options and 9/28/2003 as to the remaining 5,000 options exercised.
- (4) Not Applicable

### Remarks:

This Form 4 is being filed to report a stock option exercise by Mr. Woodhead for the following: the exercise of 10,000 and 15,

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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