

ABDO JOHN E
Form 4
November 09, 2004

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 *
ABDO JOHN E

2. Issuer Name and Ticker or Trading Symbol
BANKATLANTIC BANCORP INC
[BBX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1750 E. SUNRISE BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman of the Board

FT. LAUDERDALE, FL 33304

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)
				(A) or (D)	Price		
Class A Common Stock	11/08/2004		M	257,883	A \$ 1.7741	535,820	I Abdo Trust (2)
Class A Common Stock	11/08/2004		F	86,487	D \$ 18.41	449,333	I Abdo Trust (2)
Class A Common Stock						21,009 (3)	D
Class A Common Stock						40,585.353 (3) (4)	D

Stock

Class A Common Stock	4,462	I	BankAtlantic Financial Ventures II, Ltd. <u>(5)</u>
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Options to Buy Class A Common Stock	\$ 1.7741	11/08/2004		M	257,883	<u>(1)</u> 04/04/2005	Class A Common Stock 257,883

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABDO JOHN E 1750 E. SUNRISE BLVD. FT. LAUDERDALE, FL 33304	X		Vice Chairman of the Board	

Signatures

John E. Abdo 11/09/2004

**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) Options are currently exercisable.

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- (2) Trust f/b/o John E. Abdo under Trust Agreement dated 3/15/76, John E. Abdo, Trustee
- (3) Previously reported as combination of 21,009 shares held directly and 38,978 units in 401(k) plan.
- (4) Reflects units in Issuer stock fund under the Issuer's 401(k) Plan.

- Shares are held directly by BankAtlantic Financial Ventures II, Ltd., a Florida limited partnership, in which reporting person has an 8.8% limited partnership interest and a 13.75% membership interest in the general partner of the partnership, BankAtlantic Financial Ventures II, LLC, a Florida limited liability company, which owns a 1% partnership interest in the partnership.

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.