## Edgar Filing: Offenberg Alan B - Form 4

Offenberg Alan B Form 4   Form 4 February 05, 2009   FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL   Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 16(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b). OMB APPROVAL										3235-0287 January 31, 2005 average urs per
(Print or Type Res	sponses)									
1. Name and Add Offenberg Ala		Person <u>*</u>	Symbol	ass Diver				5. Relationship o Issuer (Che	f Reporting Per ck all applicabl	
	(Last) (First) (Middle) 3. Date of Earliest Transaction Director (Month/Day/Year) Officer (give below)						title 10% Owner below) e Remark (a)			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Ch Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting										
WESTPORT,	CT 06880				-	nai		Applicable Line) _X_ Form filed by Form filed by 1	One Reporting P	erson
WESTPORT, (City)	CT 06880 (State)	(Zip)	Filed(M	onth/Day/Ye	ar)		ırities Ac	Applicable Line) _X_ Form filed by	One Reporting P More than One R	erson eporting
(City) 1.Title of 2. T	(State) Fransaction Date		Filed(M Tal d Date, if	onth/Day/Ye ble I - Non- 3. Transactic Code (Instr. 8)	ar) Derivativ 4. Securi n(A) or D (Instr. 3,	re Secu ties Ad isposed 4 and (A) or	equired d of (D) 5)	Applicable Line) _X_ Form filed by Form filed by I Person	One Reporting P More than One R <b>f, or Beneficia</b>	erson eporting
(City) 1.Title of 2. T Security (Mo (Instr. 3)	(State) Fransaction Date	2A. Deemee Execution I any	Filed(M Tal d Date, if	onth/Day/Ye ble I - Non 3. Transactic Code	ar) Derivativ 4. Securi n(A) or D (Instr. 3,	<b>re Secu</b> ties Ad isposed 4 and (A)	cquired d of (D) 5) Price	Applicable Line) _X_ Form filed by I Person <b>equired, Disposed o</b> 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	One Reporting P More than One R <b>of, or Beneficia</b> 6. Ownership Form: Direct (D) or Indirect (I)	erson eporting <b>Ily Owned</b> 7. Nature of Indirect Beneficial Ownership
(City) 1.Title of 2. T Security (Mo (Instr. 3) Shares (1) 02/	(State) Fransaction Date onth/Day/Year)	2A. Deemee Execution I any	Filed(M Tal d Date, if	onth/Day/Ye ble I - Non- 3. Transactic Code (Instr. 8) Code V	ar) <b>Derivativ</b> 4. Securi n(A) or D: (Instr. 3, Amount	ties Adisposed 4 and (A) or (D) A	cquired d of (D) 5) Price	Applicable Line) _X_Form filed by Form filed by I Person <b>equired, Disposed of</b> 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) <b>65,659.6</b>	One Reporting P More than One R <b>of, or Beneficia</b> 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	erson eporting Ily Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4) Through Pharos I
(City) 1.Title of 2. T Security (Mo (Instr. 3) Shares (1) 02/ Shares (1) 02/	(State) Fransaction Date onth/Day/Year)	2A. Deemee Execution I any	Filed(M Tal d Date, if	onth/Day/Ye ble I - Non 3. Transactic Code (Instr. 8) Code V P	ar) Derivativ 4. Securi n(A) or D: (Instr. 3, Amount 24	ties Actisposed 4 and (A) or (D) A (2) A	cquired d of (D) 5) Price \$ 10.4 \$	Applicable Line) _X_ Form filed by I Person <b>equired, Disposed o</b> 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 65,659.6	One Reporting P More than One R <b>f, or Beneficia</b> 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	erson eporting Ily Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4) Through Pharos I LLC (3) Through Pharos I

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				(2)	10.69			Pharos I LLC (3)
Shares (1)	02/03/2009	Р	9.36	A (2)	\$ 10.72	65,688.88	Ι	Through Pharos I LLC (3)
Shares (1)	02/03/2009	Р	24	A (2)	\$ 10.81	65,712.88	Ι	Through Pharos I LLC (3)
Shares (1)	02/03/2009	Р	24	A (2)	\$ 10.83	65,736.88	Ι	Through Pharos I LLC (3)
Shares (1)	02/03/2009	Р	24	A (2)	\$ 10.84	65,760.88	I	Through Pharos I LLC (3)
Shares (1)	02/03/2009	Р	24	A (2)	\$ 10.88	65,784.88	Ι	Through Pharos I LLC (3)
Shares (1)	02/03/2009	Р	24	A (2)	\$ 10.91	65,808.88	I	Through Pharos I LLC (3)
Shares (1)	02/03/2009	Р	24	A (2)	\$ 11.04	65,832.88	I	Through Pharos I LLC (3)
Shares $(1)$	02/03/2009	Р	24	A (2)	\$ 11.25	65,856.88	I	Through Pharos I LLC (3)
Shares (1)	02/04/2009	Р	24	A (2)	\$ 10.45	65,880.88	I	Through Pharos I LLC (3)
Shares (1)	02/04/2009	Р	48	A (2)	\$ 10.46	65,928.88	I	Through Pharos I LLC (3)
Shares $(1)$	02/04/2009	Р	24	A (2)	\$ 10.6	65,952.88	I	Through Pharos I LLC (3)
Shares $(1)$	02/04/2009	Р	24	A (2)	\$ 10.63	65,976.88	I	Through Pharos I LLC (3)
Shares (1)	02/04/2009	Р	24	A (2)	\$ 10.71	66,000.88	I	Through Pharos I LLC (3)
Shares $(1)$	02/04/2009	Р	33.6	A (2)	\$ 10.74	66,034.48	I	Through Pharos I LLC (3)

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Shares $(1)$ 02/04/2009	Р	24	A (2)	\$ 10.75	66,058.48	Ι	Through Pharos I LLC ( <u>3)</u>
Shares $(1)$ 02/04/2009	Р	24	A (2)	\$ 10.85	66,082.48	I	Through Pharos I LLC (3)
Shares (1)					13,750	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form 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)	4. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	′ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

#### Code V (A) (D)

## **Reporting Owners**

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other Offenberg Alan B SIXTY ONE WILTON ROAD See Remark (a) SECOND FLOOR WESTPORT, CT 06880 Signatures /s/ Alan B. Offenberg, by James J. Bottiglieri as 02/05/2009 attorney-in-fact

\*\*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) Each Share represents one undivided beneficial interest in Compass Diversified Holdings (the "Trust") property and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.
- (2) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Pharos I LLC on May 29, 2008.
- (3) Amounts with respect to Mr. Offenberg reflect his beneficial ownership of Shares through his pecuniary interest in Pharos I LLC.

#### **Remarks:**

(a) Mr. Offenberg is an Assistant Secretary of Compass Group Diversified Holdings LLC, Sponsor of the Trust.

(b) Form 1 of 2: Due to SEC Regulations concerning the limit of 30 transactions per table, the transactions have been reported

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.