**EQUUS II INC** Form 4 July 05, 2005

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1(b).

Stock

Stock

Stock

Common

Common

06/30/2005

06/30/2005

NICODEMUS HARRY O IV			Symbol EQUUS II INC [EQS]					Issuer					
	(Last)	, ,	`	3. Date of (Month/D	Earliest Ti				(Check DirectorX Officer (give		Owner or (specify		
FLOOR				06/30/2005					below) Vice President, CFO				
		(Last) (First) (Middle)  2727 ALLEN PARKWAY, 13TH FLOOR  (Street)  HOUSTON, TX 77019  (City) (State) (Zip)  .Title of 2. Transaction Date 2A. E. Executive (Month/Day/Year) Execution Exec			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	HOUSTON	, TX 77019							Form filed by M Person	Iore than One Re	porting		
	(City)	(State)	(Zip)	Tabl	e I - Non-E	Perivative So	ecuriti	ies Acqu	iired, Disposed of	, or Beneficial	ly Owned		
	1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution any			(A) or			of (D)	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	06/30/2005			Code V M	Amount 40,000	(D)	Price \$ 7.85	40,000	D			
	Common Stock	06/30/2005			M	100,000	A	\$ 7.69	140,000	D			

7.69

8.38

100,000

D

D

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

S

S

40,000

100,000 D

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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 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 Number Shares
Incentive Stock Options (right to buy)	\$ 7.69	06/30/2005		M		40,000	06/30/2005	12/24/2013	Common Stock	40,00
Incentive Stock Options (right to buy)	\$ 7.69	06/30/2005		M		100,000	06/30/2005	01/04/2015	Common Stock	100,00

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NICODEMUS HARRY O IV 2727 ALLEN PARKWAY 13TH FLOOR HOUSTON, TX 77019

Vice President, CFO

#### **Signatures**

Phil Walters 07/05/2005

\*\*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).

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.

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