

MCGRORY JACK

Form 4

January 25, 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 *
MCGRORY JACK

(Last) (First) (Middle)

7979 IVANHOE AVENUE, SUITE
520

(Street)

LA JOLLA, CA 92037

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PRICESMART INC [PSMT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2006

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 below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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			Code V	Amount (D) Price	7,088,369	I	As co-manager of The Price Group LLC (1)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
				Code	V	(A)	(D)	
Common Stock Option	\$ 35.63					(2)	11/07/2010	Common Stock 3,000
Common Stock Option	\$ 32.13					(3)	01/24/2011	Common Stock 1,000
Common Stock Option	\$ 35					(4)	01/17/2008	Common Stock 1,000
Common Stock Option	\$ 18.29					(5)	01/22/2009	Common Stock 1,000
Common Stock Option	\$ 6.24					(6)	01/08/2010	Common Stock 1,000
Common Stock Option	\$ 7.63					(7)	02/25/2011	Common Stock 1,000
Common Stock Options	\$ 8.18	01/24/2006		A	1,000	(8)	01/24/2012	Common Stock 1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRORY JACK 7979 IVANHOE AVENUE SUITE 520 LA JOLLA, CA 92037	X			

Signatures

/s/ Jack
McGrory

01/25/2006

__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).
- (1) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest (if any) therein.
- (2) These options vest 25% annually beginning on the first anniversary (11/07/2001) of the date of grant (11/07/2000).
- (3) These options vest 25% annually beginning on the first anniversary (01/24/2002) of the date of grant (01/24/2001).
- (4) These options vest 25% annually beginning on the first anniversary (01/17/2003) of the date of grant (01/17/2002).
- (5) These options vest 25% annually beginning on the first anniversary (01/22/2004) of the date of grant (01/22/2003).
- (6) These options vest 20% annually beginning on the first anniversary (01/08/2005) of the date of grant (01/08/2004).
34% of these options vest on the first anniversary (02/25/2006) of the date of grant (02/25/2005). An additional 33% of these options
(7) vest on the second anniversary (02/25/2007) of the date of grant. The final 33% of these options vest on the third anniversary
(02/25/2008) of the date of grant.
- (8) These options vest 20% annually beginning on the first anniversary (01/24/2007) of the date of grant (01/24/2006).
- (9) Not Applicable.

Remarks:

The reporting person is a director of San Diego Revitalization Corp., a California non-profit corporation ("SDRC"), but does not have a pecuniary interest, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), in any securities of SDRC. In all previous reports filed by the reporting person under Section 16, the reporting person had voluntarily included securities held by SDRC in his reports, even though he did not beneficially own, within the meaning of Section 16, any such securities. The reporting person is discontinuing his prior practice of including securities held by SDRC in his Section 16 reports.

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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