ROONEY THOMAS S JR

Form 4 May 09, 2005

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * ROONEY THOMAS S JR

(First)

2. Issuer Name and Ticker or Trading

Issuer

INSITUFORM TECHNOLOGIES INC [INSU]

(Check all applicable)

5. Relationship of Reporting Person(s) to

Symbol

(Middle)

3. Date of Earliest Transaction

(Instr. 8)

_X__ Director

X_ Officer (give title Other (specify below) President & CEO

C/O INSITUFORM TECHNOLOGIES, INC., 702 SPIRIT 40 PARK DRIVE

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

05/05/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

CHESTERFIELD, MO 63005

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D)

(Instr. 3, 4 and 5)

Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

10% Owner

(A)

Reported Transaction(s)

(Instr. 3 and 4) Price Code V Amount (D)

Common

stock, \$.01 05/05/2005 Α 14,000 Α (1) 40,000

D

par value

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	Pate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 14.65	05/05/2005		A	95,000	<u>(2)</u>	05/05/2012	Common stock, \$.01 par value	95,000

Dolotionship

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
ROONEY THOMAS S JR						
C/O INSITUFORM TECHNOLOGIES, INC.	X		President & CEO			
702 SPIRIT 40 PARK DRIVE	2 %		Tresident & CEO			

CHESTERFIELD, MO 63005

Signatures

Suta Tungsiripat, as attorney-in-fact for Thomas S. Rooney, Jr. 05/09/2005

**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).
- (1) Not applicable.
- (2) The option vests in four equal installments beginning on May 5, 2005 (date of grant).
- (3) Not applicable.

Remarks:

Exhibits - See the Index to Exhibits attached hereto.

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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