IONICS INC
Form 4
February 23, 2005

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
STANT FREDERICK T III

(Last) (First) (Middle)

WILLIAMS MULLEN, 222 CENTRAL PARK AVE STE 1700

(Street)

VIRGINIA BEACH, VA 23462

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
IONICS INC [ION]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2005		U		230,196	D (1)	$ 44	0	I	See Footnote (2) (3)
Common Stock	02/22/2005		U		541	D (1)	$ 44	0	D	

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. 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. Price Deriva Securit (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 25.1	02/22/2005		U			2,000	(4)	(4)	Common Stock	2,000	$ 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANT FREDERICK T III WILLIAMS MULLEN 222 CENTRAL PARK AVE STE 1700 VIRGINIA BEACH, VA 23462	X			

Signatures

/s/ Stephen Korn, Attorney-in-fact	02/22/2005
**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) The disposition of the securities is exempt pursuant to Section 16b-3(e).

(2) Includes 14,479 shares held by The Richard Dickerson Irrevocable Trust No. 3 dated July 1, 1991, 33,540 shares held by The Douglas Dickerson Irrevocable Trust No. 3 f/b/o Meredith D. Walthall, 33,540 shares held by The Douglas Dickerson Irrevocable Trust No. 3 f/b/o Paige L. Dickerson, 33,539 shares held by The Douglas Dickerson Irrevocable Trust No. 3 f/b/o Douglas G Dickerson, II, 14,479 shares held by The Richard Dickerson Irrevocable Trust No. 3 dated July 1, 1991, 20,124 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Courtney B. Dickerson, 20,124 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Andrew G. Dickerson, 20,124 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Ryan C. Dickerson, 20,124 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Kimberly D. Nikki, and 20,123 shares held by The Richard Dickerson Irrevocable Trust No. 3 f/b/o Richard C. Dickerson, Jr.

(3) Mr. Stant, as the independent trustee of each trust, has the sole power to direct the voting, and the shared power to direct the disposition, of the shares of common stock held by these trusts. However, he has no pecuniary interest in these shares.

(4) Pursuant to the Merger Agreement between the issuer, General Electric Company and Triton Acquisition Corp., the stock options will be converted at the effective time of the merger into the right to receive a cash payment equal to the excess of $44.00 over the exercise price of such stock option multiplied by the number of shares subject to such stock option. The disposition of the securities is exempt pursuant to Section 16b-3(e).

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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