

PROQUEST CO
Form 3
October 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Prichard David

(Last)

(First)

(Middle)

777 EISENHOWER
PARKWAY, 2ND
FLOOR,Â P.O. BOX 1346

(Street)

ANN
ARBOR,Â MIÂ 48106-1346

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/10/2005

3. Issuer Name **and** Ticker or Trading Symbol
PROQUEST CO [PQE]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

President, Higher Education

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Restricted Common Stock

2,514 ⁽²⁾

D

Â

Common Stock

128

I ⁽¹⁾Please see footnote below ⁽¹⁾

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial
Ownership

Edgar Filing: PROQUEST CO - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Option to Purchase Common Stock	12/31/2007 ⁽⁶⁾	10/05/2015	Common Stock	100,000	\$ 36.52	D	Â
Employee Option to Purchase Common Stock	04/21/2004 ⁽³⁾	04/21/2009	Common Stock	3,000	\$ 19.87	D	Â
Employee Option to Purchase Common Stock	01/05/2005 ⁽⁴⁾	01/05/2010	Common Stock	5,000	\$ 30	D	Â
Employee Option to Purchase Common Stock	03/03/2005 ⁽⁵⁾	03/03/2010	Common Stock	7,000	\$ 29.95	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Prichard David 777 EISENHOWER PARKWAY, 2ND FLOOR P.O. BOX 1346 ANN ARBOR, MI 48106-1346	Â	Â	Â President, Higher Education		Â

Signatures

Todd W. Buchardt, Attorney
in Fact 10/12/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) shares held indirectly in ProQuest Company's Associate Stock Purchase Plan.
- (2) 50% of the shares become unrestricted on 3/10/07 and restriction lapses on 100% of the shares on 3/10/08
- (3) 2,000 shares are currently exercisable; Option becomes fully exercisable on 4/21/06
- (4) 1/3 of the total option is currently exercisable; 2/3's of the total option will become exercisable on 1/5/06; Option becomes fully exercisable on 1/5/07
- (5) 1/3 of the total option is currently exercisable; 2/3's of the total option will become exercisable on 3/3/06; Option becomes fully exercisable on 3/3/07
- (6) 1/3 of the options vest on 12/31/07 subject to stock price performance; 2/3's of the options vest on 12/31/08 subject to stock price performance; and 100% of the options vest on 12/31/09 subject to stock price performance. Options vest on 1/1/13 regardless of performance.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Edgar Filing: PROQUEST CO - Form 3

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.