

LAIDLAW INTERNATIONAL INC  
Form 4  
October 01, 2007

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BENSON KEVIN E

2. Issuer Name and Ticker or Trading Symbol  
LAIDLAW INTERNATIONAL INC  
[LI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
55 SHUMAN BLVD., SUITE 400  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

NAPERVILLE, IL 60563

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  |  |                                   |
| Common Stock                    | 10/01/2007                           |  | D                              |   | 185,639   | D  |                                   |
|                                 |                                      |  |                                |   | \$ 35.25  |  |                                   |
|                                 |                                      |  |                                |   | (1)   |  |                                   |
| Common Stock                    | 10/01/2007                           |  | D                              |   | 167,500   | D  |                                   |
|                                 |                                      |  |                                |   | \$ 35.25  |  |                                   |
|                                 |                                      |  |                                |   | (2)   |  |                                   |

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

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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. 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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Employee Stock Option (right to buy)       | \$ 28.87   | 10/01/2007                           |  | D                              | 50,000  | <u>(3)</u>   | 10/25/2016  | Common Stock | 50,000               |
| Employee Stock Option (right to buy)       | \$ 22.55   | 10/01/2007                           |  | D                              | 100,000   | <u>(4)</u>   | 11/08/2015  | Common Stock | 100,000              |
| Employee Stock Option (right to buy)       | \$ 18.85   | 10/01/2007                           |  | D                              | 185,000   | <u>(5)</u>   | 12/08/2014  | Common Stock | 185,000              |
| Employee Stock Option (right to buy)       | \$ 13  | 10/01/2007                           |  | D                              | 185,000   | <u>(6)</u>   | 11/24/2013  | Common Stock | 185,000              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| BENSON KEVIN E<br>55 SHUMAN BLVD.<br>SUITE 400<br>NAPERVILLE, IL 60563 | X             |           | President and CEO |       |

## Signatures

Beth Byster Corvino as Attorney-in-Fact for Kevin E. Benson

10/01/2007

\*\*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).

Disposed of pursuant to the Agreement and Plan of Merger, dated as of February 8, 2007, among Laidlaw International, Inc., FirstGroup Acquisition Corporation (formerly known as Fern Acquisition Vehicle Corporation) and FirstGroup plc in exchange for the right to receive \$35.25 per share.

(1) Pursuant to the Agreement and Plan of Merger, dated as of February 8, 2007, among Laidlaw International, Inc., FirstGroup Acquisition Corporation (formerly known as Fern Acquisition Vehicle Corporation) and FirstGroup plc, at the effective time of the merger, each restricted stock unit became fully vested and converted into the right to receive \$35.25 per share.

(2) This option, which provided for vesting in three (3) equal annual installments beginning October 25, 2007, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$35.25 per share, multiplied by the number of shares subject to the option.

(3) This option, which provided for vesting in three (3) equal annual installments beginning November 8, 2006, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$35.25 per share, multiplied by the number of shares subject to the option.

(4) This option, which provided for vesting in three (3) equal annual installments beginning December 8, 2005, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$35.25 per share, multiplied by the number of shares subject to the option.

(5) This option, which provided for vesting in three (3) equal annual installments beginning November 24, 2004, was canceled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$35.25 per share, multiplied by the number of shares subject to the option.

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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