

ISLE OF CAPRI CASINOS INC
 Form 4
 October 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
MITCHELL DONN R II

2. Issuer Name and Ticker or Trading Symbol
ISLE OF CAPRI CASINOS INC [ISLE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 EMERSON ROAD, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SENIOR VICE PRESIDENT OF UK OP

SAINT LOUIS, MO 63141

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

(City) (State) (Zip)

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 (A) or (D) Price		
Common Stock	10/08/2008		A		17 ⁽¹⁾ \$ 4.7	36,214	D
Common Stock	10/08/2008		A		471 ⁽²⁾ \$ 4.7	36,685	D
Common Stock	10/08/2008		A		131 ⁽³⁾ \$ 4.7	36,816	D
Common Stock	10/08/2008		A		821 ⁽⁴⁾ \$ 4.7	37,637	D
Common Stock	10/08/2008		A		106 ⁽⁵⁾ \$ 4.7	37,743	D

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Common Stock	10/08/2008	A	175 ⁽⁶⁾	A	\$ 4.7	37,918	D	
Common Stock	10/08/2008	A	1,290 ⁽⁷⁾	A	\$ 4.7	39,208	D	
Common Stock	10/08/2008	A	3 ⁽⁸⁾	A	\$ 4.7	39,211	D	
Common Stock	10/08/2008	A	2,963 ⁽⁹⁾	A	\$ 4.7	42,174	D	
Common Stock						324	I	401-K account

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 20.27	10/08/2008		D	10,000	10/08/2005	10/08/2014	Common Stock	10,000 ⁽⁷⁾
Stock Options (Right to buy)	\$ 20.55	10/08/2008		D	8,000	10/10/2004	10/10/2013	Common Stock	8,000 ⁽⁴⁾
Stock Options (Right to buy)	\$ 24.54	10/08/2008		D	4,000	05/05/2006	05/05/2015	Common Stock	4,000 ⁽²⁾
Stock Options (Right to buy)	\$ 25.01	10/08/2008		D	20,000	10/26/2007	10/26/2016	Common Stock	20,000 ⁽⁹⁾

Stock Options (Right to buy)	\$ 25.03	10/08/2008	D	2,978	12/13/2005	10/08/2012	Common Stock	2,978 (6)
Stock Options (Right to buy)	\$ 25.03	10/08/2008	D	1,642	12/13/2005	10/10/2013	Common Stock	1,642 (3)
Stock Options (Right to buy)	\$ 25.03	10/08/2008	D	1,236	12/13/2004	09/15/2010	Common Stock	1,236 (1)
Stock Options (Right to buy)	\$ 25.03	10/08/2008	D	1,229	12/13/2005	09/22/2009	Common Stock	1,229 (8)
Stock Options (Right to buy)	\$ 25.03	10/08/2008	D	3,116	12/13/2005	10/02/2011	Common Stock	3,116 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL DONN R II 600 EMERSON ROAD SUITE 300 SAINT LOUIS, MO 63141			SENIOR VICE PRESIDENT OF UK OP	

Signatures

DonnRMitchell 10/10/2008

**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).

(6) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 12/13/2004. In exchange for the options, the reporting person received 175 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(3) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 12/13/2004. In exchange for the options, the reporting person received 131 of restricted stock. All shares of the restricted stock will generally vest on October 8, 2011.

(8) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 12/13/2004. In exchange for the options, the reporting person received 3 of restricted stock. All shares of the restricted stock will

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generally vest on October 8,2011

(2) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 5/25/2005. In exchange for the options, the reporting person received 471 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

(4) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/10/2003. In exchange for the options, the reporting person received 821 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011

(9) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/26/2006. In exchange for the options, the reporting person received 2,963 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

(5) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 12/13/2004. In exchange for the options, the reporting person received 106 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

(7) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 10/08/2004. In exchange for the options, the reporting person received 1,290 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011

(1) On October 8, 2008, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on 12/13/2004. In exchange for the options, the reporting person received 17 of restricted stock. All shares of the restricted stock will generally vest on October 8,2011.

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.