

SERENBETZ WARREN L
 Form 4
 February 04, 2005

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 *
 SERENBETZ WARREN L

(Last) (First) (Middle)

C/O INTERPOOL INC., 211
 COLLEGE ROAD EAST

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 INTERPOOL INC [IPX]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/13/2005		S	5,000 D \$ 23.5	923,342	D	
Common Stock	01/13/2005		S	5,000 D \$ 23.68	918,342	D	
Common Stock	01/14/2005		S	5,000 D \$ 23.65	913,342	D	
Common Stock	01/18/2005		S	1,100 D \$ 23.5	912,242	D	
Common Stock	01/18/2005		S	600 D \$ 23.55	911,642	D	

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Common Stock	01/19/2005	S	900	D	\$ 23.5	910,742	D
Common Stock	01/19/2005	S	2,000	D	\$ 23.5	908,742	D
Common Stock	01/19/2005	S	4,900	D	\$ 23.7	903,842	D
Common Stock	01/19/2005	S	100	D	\$ 23.71	903,742	D
Common Stock	01/19/2005	S	5,000	D	\$ 23.7	898,742	D
Common Stock	01/19/2005	S	5,000	D	\$ 23.7	893,742	D
Common Stock	01/19/2005	S	5,000	D	\$ 23.75	888,742	D
Common Stock	01/19/2005	S	5,000	D	\$ 23.7	883,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.75	898,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.8	873,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.8	868,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.8	863,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.8	858,742	D
Common Stock	01/24/2005	S	5,000	D	\$ 23.8	853,742	D
Common Stock	01/24/2005	S	5,000	D	\$ 23.85	848,742	D
Common Stock	01/25/2005	S	2,000	D	\$ 23.9	846,742	D
Common Stock	01/26/2005	S	3,000	D	\$ 24	843,742	D
Common Stock	01/26/2005	S	2,600	D	\$ 24	841,142	D
Common Stock	01/27/2005	S	400	D	\$ 24	840,742	D
Common Stock	01/28/2005	S	2,000	D	\$ 24	838,742	D
	01/28/2005	S	2,400	D	\$ 24	836,342	D

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Common Stock								
Common Stock	01/31/2005	S	600	D	\$ 24	835,742	D	
Common Stock	01/31/2005	S	2,400	D	\$ 24	833,342	D	
Common Stock	02/02/2005	S	2,600	D	\$ 24	830,742	D	
Common Stock	02/02/2005	S	2,400	D	\$ 24	828,342	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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SERENBETZ WARREN L C/O INTERPOOL INC. 211 COLLEGE ROAD EAST PRINCETON, NJ 08540		X		

Signatures

Warren L.
Serenbetz

02/03/2005

__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).

Remarks:

First Form 4 of 2 filed for Reporting Owner 0001037539 on 02/03/2005

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