

ADMINISTAFF INC \DE\
Form 4
May 06, 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 *
LATTANZIO PAUL S

(Last) (First) (Middle)

7 LINCOLN WOODS

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADMINISTAFF INC \DE\ [ASF]

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 05/04/2005 | | A | V Amount (A) or (D) Price 43 A \$ 0 (1) | 36,710 | D | |
| Common Stock | 05/05/2005 | | A | 188 A \$ 0 (2) | 36,898 | D | |

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)

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| | | | | | | | | |
|---|--|---|---|--------------------------------------|---|--|---|----|
| 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. |
|---|--|---|---|--------------------------------------|---|--|---|----|

| | | | | | | | | | |
|---|----------|------------|--|---|-------|------------|------------|-----------------|-------|
| Director Stock Options (Right to Buy) | \$ 18.04 | 05/05/2005 | | A | 5,000 | 05/05/2005 | 05/05/2015 | Common Stock | 5,000 |
|---|----------|------------|--|---|-------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LATTANZIO PAUL S 7 LINCOLN WOODS PURCHASE, NY 10577 | X | | | |

Signatures

/s/ John H. Spurgin, II, by power of attorney 05/06/2005

**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) Mr. Lattanzio was awarded these shares in lieu of cash compensation for his services as a member of the board of directors. He was awarded 43 shares for his telephonic participation at a meeting of the finance, risk management and audit ("FRMA") committee held on May 4, 2005. The share calculation is based on a telephonic meeting fee of \$750 and a May 3, 2005 closing price per share of \$17.43.
- (2) Mr. Lattanzio was awarded these shares in lieu of cash compensation for his services as a member of the board of directors. He was awarded 188 shares for his attendance at meetings of the finance, risk management and audit ("FRMA") committee and the board of directors held on May 5, 2005. The share calculation is based on an in-person meeting fee of \$1,500 for attendance at the FRMA committee meeting, a meeting fee of \$2,000 for attendance at the board of directors meeting, and a May 4, 2005 closing price per share of \$18.57.
- (3) Director stock options have no purchase or sale price.

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.