

SECURITY CAPITAL CORP/DE/

Form 4

September 13, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FITZGERALD BRIAN

(Last) (First) (Middle)

EIGHT GREENWICH OFFICE
PARK

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SECURITY CAPITAL CORP/DE/
[SCC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2006

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)
Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	09/13/2006		D		793,945	D	\$ 16.46 (1)	0 D
Common Stock	09/13/2006		D		128	D	\$ 16.46 (1)	0 I By corporation (2)
Class A Common Stock	09/13/2006		D		527,689	D	\$ 16.46 (1)	0 I By corporation (2)
Class A	09/13/2006		D		4,455,672	D	\$ 0	0 I By

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Common Stock					16.46 (1)			partnership (3)
Class A Common Stock	09/13/2006	D	82,453	D	\$ 16.46 (1)	0	I	By trust (4)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
FITZGERALD BRIAN EIGHT GREENWICH OFFICE PARK GREENWICH, CT 06831	X	X	Chairman, President and CEO	

Signatures

/s/ Brian D. Fitzgerald
09/13/2006
Date

**Signature of Reporting Person

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).

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- Disposed of pursuant to the Agreement and Plan of Merger among Sedgwick CMS Holdings, Inc., GOSC Merger Corp. and the Issuer,
- (1) dated as of June 12, 2006, in exchange for \$16.46 in cash for each share of Common Stock and Class A Common Stock of the Issuer held by the reporting person.
 - (2) The reporting person is reporting the aggregate number of shares held of record by FGS, Inc. The reporting person disclaims pecuniary interest in such shares beyond his proportional ownership of FGS, Inc.
- The reporting person is reporting the aggregate number of shares held of record by CP Acquisition, L.P. No. 1. The reporting person
- (3) disclaims pecuniary interest in such shares beyond the proportional ownership of CP Acquisition, L.P. No. 1 held by the reporting person indirectly through FGS, Inc. and Capital Partners, Inc.
- The shares are held of record by Trust Dated 6/26/81 for the Benefit of the Children of Brian D. Fitzgerald, of which the reporting
- (4) person's brother is the trustee and the reporting person's minor children are the sole beneficiaries. The reporting person disclaims pecuniary interest in all such shares.

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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