

POOL CORP
Form 4/A
August 10, 2006

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 *
CODE ANDREW W

(Last) (First) (Middle)

109 NORTH PARK BLVD, 4TH FLOOR

(Street)

COVINGTON, LA 70433

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POOL CORP [POOL]

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2006

4. If Amendment, Date Original Filed (Month/Day/Year)
01/11/2006

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 Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price			
Common Stock	01/09/2006		M ⁽¹⁾		6,375 ₍₅₎	A	\$ 13.78 _{(3) (5)}	44,412 ₍₄₎	I	By Ltd Partnership
Common Stock	01/09/2006		M ⁽¹⁾		9,490 ₍₄₎	A	\$ 3.69 _{(3) (4)}	28,474 ₍₄₎	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾		9,490 ₍₄₎	D	\$ 3.69 _{(3) (4)}	36,055 ₍₄₎	I	By Ltd Partnership
Common Stock	01/09/2006		J ⁽²⁾		6,375 ₍₅₎	D	\$ 13.78 _{(3) (5)}	10,625 ₍₄₎	I	By Ltd Partnership

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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 Underlying (Instr. 3 and 4)
Non-Employee Director Stock Option (Right to Buy)	\$ 3.69 ⁽³⁾ ₍₄₎	01/09/2006		M ⁽¹⁾	9,490 ₍₄₎	05/12/2000 ⁽³⁾ 05/12/2009 ⁽³⁾	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 13.78 ⁽³⁾ ₍₅₎	01/09/2006		M ⁽¹⁾	6,375 ₍₅₎	05/08/2003 ⁽³⁾ 05/08/2012 ⁽³⁾	Common Stock
Non-Employee Director Stock Option (Right to Buy)	\$ 13.78 ⁽³⁾ ₍₅₎					05/08/2003 ⁽³⁾ 05/08/2012 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CODE ANDREW W 109 NORTH PARK BLVD 4TH FLOOR COVINGTON, LA 70433	X			

Signatures

Craig K Hubbard POA Andrew W
Code 08/10/2006

**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).

- CHS Management, LP, a partnership of which the Reporting Person is a general partner, exercised the above listed Non-Employee Director Stock Options and distributed the underlying shares of the Issuer's Common Stock to certain of its partners. All shares were distributed to persons other than the Reporting Person. The Reporting Person expressly disclaims beneficial ownership in such shares of the Issuer's Common Stock distributed to other persons.
- (1) CHS Management, LP, a partnership of which the Reporting Person is a general partner, exercised the above listed Non-Employee Director Stock Options and distributed the underlying shares of the Issuer's Common Stock to certain of its partners. All shares were distributed to persons other than the Reporting Person. The Reporting Person expressly disclaims beneficial ownership in such shares of the Issuer's Common Stock distributed to other persons.
 - (2) Transfer of shares to another person, not the Reporting Person
 - (3) This form has been amended to correct the information contained in column 4 of Table I and columns 2 and 6 of Table II.
 - (4) Responses reflect three-for-two splits of the Issuer's Common Stock since the grant date which were effected in 2000, 2001, 2003 and 2004.
 - (5) Responses reflect three-for-two splits of the Issuer's Common Stock since the grant date which were effected in 2003 and 2004.

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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