

TUCHMAN MARTIN
Form 4/A
May 01, 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 *
TUCHMAN MARTIN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2006

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

CoB, CEO, President, COO

633 PROSPECT AVE

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
04/03/2006

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PRINCETON, NJ 08540

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/31/2006		S		600 ⁽¹⁾	D	\$ 20
Common Stock	04/20/2006		S		600 ⁽¹⁾	D	\$ 20.4433
Common Stock					255,002	I	

Footnote ⁽³⁾

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

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SEC 1474 (9-02)

number.

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. Nu
				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
TUCHMAN MARTIN 633 PROSPECT AVE PRINCETON, NJ 08540	X	X	CoB, CEO, President, COO	

Signatures

Martin Tuchman 05/01/2006

 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).

(1) This stock was sold pursuant to a 10b5-1 plan.

The purpose of this filing is to amend filings made between 3/30/06 and 4/26/06 to correct the number of securities beneficially owned after the transactions were made because there was an acquisition of 534 shares of stock on March 30, 2006 which was inadvertently not reported until April 26, 2006 thereby rendering the total amount of securities owned number on all intervening filings incorrect.

(3) The 255,002 shares include 8,668 shares held by a pension plan for the benefit of reporting person; 46,619 shares held in a revocable trust where the reporting person is the Trustee; 182,381 shares owned by a corporation in which the reporting person holds a 90% interest; 5,797 shares owned by a company in which the reporting person holds a 51.304% interest; 7,000 shares owned by a foundation of which the reporting person is Trustee; 1,500 shares held by spouse's IRA; and 3,037 shares held by spouse.

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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