CAI International, Inc. Form 4

May 17, 2007

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16.

subject to Section 16. Form 4 or Form 5

Form 5 obligations may continue. See Instruction

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

Name and Addr Nishibori Masa	ress of Reporting Person *_aaki	2. Issuer Name <b>and</b> Ticker or Trading Symbol CAI International, Inc. [CAP]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
ONE EMBARCADERO CENTER, SUITE 2101		(Month/Day/Year) 05/15/2007	_X Director 10% Owner X Officer (give title Other (specify below) President and CEO		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN FRANCI	SCO, CA 94111	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

	. •		Table	e 1 - Moll	-D	erivative se	curin	es Acq	ili eu, Disposeu oi	, or benefician	ly Owned
1.T	itle of	2. Transaction Date	2A. Deemed	3.		4. Securities	s Acqı	uired	5. Amount of	6. Ownership	7. Nature of
Sec	urity	(Month/Day/Year)	Execution Date, if	Transac	tio	n(A) or Disp	osed o	of (D)	Securities	Form: Direct	Indirect
(Ins	tr. 3)		any	Code		(Instr. 3, 4 a	and 5)		Beneficially	(D) or	Beneficial
			(Month/Day/Year)	(Instr. 8	)				Owned	Indirect (I)	Ownership
									Following	(Instr. 4)	(Instr. 4)
							(4)		Reported		
							(A)		Transaction(s)		
				Code '	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Co Sto	mmon ock	05/15/2007		C		556,920	A	<u>(1)</u>	556,920	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table I. Non Derivative Securities Acquired Disposed of or Reneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: CAI International, Inc. - Form 4

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. Transactio Code (Instr. 8)	5. Number of or 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 Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Series A Preferred Stock	(1)	05/15/2007		C	(-1)	556,920	<u>(1)</u>	<u>(1)</u>	Common Stock	5
Employee Stock Option (right to buy)	\$ 15	05/15/2007		A	259,980		(2)	05/15/2017	Common Stock	2

### **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Nishibori Masaaki						
ONE EMBARCADERO CENTER, SUITE 2101	X		President and CEO			
SAN FRANCISCO, CA 94111						

Date

## **Signatures**

/s/ Marcia Peterson, Attorney-in-Fact 05/17/2007

#### **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) The Series A Preferred Stock converted into the Issuer's common stock upon the closing of the Issuer's initial public offering on a 1-for-1 basis and has no expiration date.
- (2) The option vests with respect to 25% of the shares on May 15, 2008 and an additional 1/48th of the shares monthly thereafter.

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.

Reporting Owners 2