NOLAN PETER J Form 4

March 08, 2007

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **NOLAN PETER J**

> (First) (Middle)

11111 SANTA MONICA **BOULEVARD, SUITE 2000**

LOS ANGELES, CA 90025

(Street)

2. Issuer Name and Ticker or Trading Symbol

FTD Group, Inc. [FTD]

3. Date of Earliest Transaction (Month/Day/Year) 03/07/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquired (A	.) 5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed o	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	d 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
					(4)	Reported	(I)	
					(A)	Transaction(s)	(Instr. 4)	
			G 1 W		or	(Instr. 3 and 4)		
			Code V	Amount	(D) Pric	ce i		
Common								By Green
Stock, par					ф			•
value	03/07/2007		S	5,411,052	D \$	9,995,197	I (1)	Equity
	00.0001		~	-,,00	- 17			T

03/07/2007 value

\$0.01 per share

17.5

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Investors

IV, L.P.

Edgar Filing: NOLAN PETER J - Form 4

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Nolan

Reporting Owner Name / Address	Relationships					
Transfer of the second	Director	10% Owner	Officer	Other		
NOLAN PETER J 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X	X				
Signatures						
/s/ Julia Chang, as Attorney-in-Fact for Peter J.	02/09/	2007				

**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).

The 9,995,197 shares of common stock of the Issuer reported herein are owned directly by Green Equity Investors IV, L.P. ("GEI"). Peter J. Nolan is a member of GEI Capital IV, LLC, which is the general partner of GEI; a partner of Leonard Green & Partners, L.P., which is the management company of GEI; and a member of Green Partnership Holdings, LLC, which is a limited partner of GEI. Mr. Nolan directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of

03/08/2007

Date

Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI and, therefore, a "ten percent holder" hereunder. Mr. Nolan disclaims beneficial ownership of the securities owned by GEI, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Nolan is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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