

MARINEMAX INC  
Form 4  
May 24, 2006

**FORM 4**

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person \*  
**AIELLO MICHAEL**

(Last) (First) (Middle)  
  
1500 RIVERSIDE DRIVE  
  
(Street)

BRICK, NJ 08724

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MARINEMAX INC [HZO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/22/2006**

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)  
Vice President

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 Price (D)                                                                       |                                                          |                                                       |
| Common Stock                    | 05/22/2006                           |                                                    | A                              |                                                                   | 310 \$ 12.5                                                                                   | D                                                        |                                                       |
| Common Stock                    | 05/22/2006                           |                                                    | A                              |                                                                   | 2,000 \$ 9.8125                                                                               | D                                                        |                                                       |
| Common Stock                    | 05/22/2006                           |                                                    | A                              |                                                                   | 1,000 \$ 7.75                                                                                 | D                                                        |                                                       |
| Common Stock                    | 05/22/2006                           |                                                    | A                              |                                                                   | 2,000 \$ 7.78                                                                                 | D                                                        |                                                       |
| Common Stock                    | 05/22/2006                           |                                                    | A                              |                                                                   | 2,500 \$ 9                                                                                    | D                                                        |                                                       |

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (Right to Buy)       | \$ 12.5                                                | 05/22/2006                           |                                                    | M                              | 310                                                                                     | <u>(1)</u> 03/19/2009                                    | Common Stock                                                  | 310                           |
| Employee Stock Option (Right to Buy)       | \$ 9.8125                                              | 05/22/2006                           |                                                    | M                              | 2,000                                                                                   | <u>(2)</u> 10/01/2009                                    | Common Stock                                                  | 2,000                         |
| Employee Stock Option (Right to Buy)       | \$ 7.75                                                | 05/22/2006                           |                                                    | M                              | 1,000                                                                                   | <u>(3)</u> 07/31/2010                                    | Common Stock                                                  | 1,000                         |
| Employee Stock Option (Right to Buy)       | \$ 7.78                                                | 05/22/2006                           |                                                    | M                              | 2,000                                                                                   | <u>(4)</u> 11/13/2011                                    | Common Stock                                                  | 2,000                         |
| Employee Stock Option (Right to Buy)       | \$ 9                                                   | 05/22/2006                           |                                                    | M                              | 2,500                                                                                   | <u>(5)</u> 10/22/2012                                    | Common Stock                                                  | 2,500                         |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                |       |
|-----------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                           | Director      | 10% Owner | Officer        | Other |
| AIELLO MICHAEL<br>1500 RIVERSIDE DRIVE<br>BRICK, NJ 08724 |               |           | Vice President |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| Kurt M. Frahn,<br>Attorney-in-Fact | 05/24/2006 |
|------------------------------------|------------|

\_\_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) Of the original 1,550 options granted, 310 options vested and became exercisable on March 19, 2002; the remaining options vest in four equal annual installments beginning on March 19, 2003.
  - (2) Of the original 10,000 options granted, 2,000 options vested and became exercisable on October 1, 2002; the remaining options vest in four equal annual installments beginning on October 1, 2003.
  - (3) Of the original 5,000 options granted, 1,000 options vested and became exercisable on July 31, 2003; the remaining options vest in four equal annual installments beginning on July 31, 2004.
  - (4) Of the original 10,000 options granted, 2,000 options vested and became exercisable on November 13, 2004; the remaining options vest in four equal annual installments beginning on November 13, 2005.
  - (5) Of the original 12,500 options granted, 2,500 options vested and became exercisable on October 22, 2005; the remaining options vest in four equal annual installments beginning on October 22, 2006.

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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