

PELTZ NELSON
Form 4
January 24, 2005

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 *
PELTZ NELSON

2. Issuer Name and Ticker or Trading Symbol
ENCORE CAPITAL GROUP INC
[(ECPG)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2005

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

C/O TRIARC COMPANIES, INC., 280 PARK AVENUE

(Street)

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

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

NEW YORK, NY 10017

(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	(A) or (D)	Price		
Common Stock	01/20/2005		S ⁽¹⁾		964	D	\$ 20 1,497,024	I	By Ltd Partnership ⁽²⁾ ⁽³⁾
Common Stock	01/20/2005		S ⁽¹⁾		604,790	D	\$ 20 1,296,800	I	By Madison West ⁽³⁾ ⁽⁴⁾
Common Stock	01/20/2005		S ⁽¹⁾		581,310	D	\$ 20 0	I	By Nelson Peltz Children's Trust ⁽³⁾ ⁽⁵⁾
Common							101,275	I	By Triarc ⁽³⁾

Stock

(6)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELTZ NELSON C/O TRIARC COMPANIES, INC. 280 PARK AVENUE NEW YORK, NY 10017	X	X		

Signatures

By: Robin R. Pruitt, as
Attorney-in-Fact for

01/24/2005

**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) On January 20, 2005, in connection with an underwritten offering of the Issuer's Common Stock, Madison West Associates Corp. (Madison West), a wholly-owned subsidiary of Triarc Companies, Inc. (Triarc), the Nelson Peltz Children's Trust (the Trust), and the Peltz Family Limited Partnership (the Limited Partnership) entered into an Underwriting Agreement providing for the sale by Madison West of 604,790 shares of the Issuer's Common Stock, the sale by the Trust of 581,310 shares of the Issuer's Common Stock and the sale by the Limited Partnership of 964 shares of the Issuer's Common Stock at a price of \$20.00 per share, less Underwriter's discounts and commissions of \$0.35 per share. The offering is scheduled to close on January 25, 2005.

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- (2) All such shares are held by the Limited Partnership, an entity in which Mr. Peltz is a general partner.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) All such shares are held by Madison West, a wholly-owned subsidiary of Triarc. Mr. Peltz is an officer, director and significant stockholder of Triarc.
- (5) All such shares were held by the Trust, an entity in which Mr. Peltz is a trustee.
- (6) All such shares are held by Triarc. Mr. Peltz is an officer, director and significant stockholder of Triarc.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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