

ITLA CAPITAL CORP  
 Form 4/A  
 May 25, 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 \*  
**SCHACK WILLIAM A**

(Last) (First) (Middle)

C/O ITLA CAPITAL CORPORATION, 888 PROSPECT STREET, SUITE 110

(Street)

LA JOLLA, CA 92037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ITLA CAPITAL CORP [ITLA]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/20/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/24/2005**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	05/20/2005		M			1,000		D	
Common Stock	05/20/2005		S			0		D	
Common Stock	05/20/2005		M			1,000		D	
Common Stock	05/20/2005		S			0		D	
Common Stock	05/20/2005		M			1,000		D	

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Common Stock	05/20/2005	S	1,000	D	\$ 51.8	0	D	
Common Stock	05/20/2005	M	1,000	A	\$ 16.21	1,000	D	
Common Stock	05/20/2005	S	1,000	D	\$ 51.751	0	D	
Common Stock	05/20/2005	M	1,000	A	\$ 16.21	1,000	D	
Common Stock	05/20/2005	S	1,000	D	\$ 51.7226	0	D	
Common Stock	05/20/2005	M	2,643	A	\$ 16.21	2,643	D	
Common Stock	05/20/2005	S	2,643	D	\$ 51.54	0	D	
Common Stock	05/20/2005	M	2,357	A	\$ 16.21	2,357	D	
Common Stock	05/20/2005	S	2,357	D	\$ 51.5	0	D	
Common Stock						5,850	I	By SERP

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

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**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
Stock Option (Right to Buy)	\$ 16.21	05/20/2005		M	10,000	<u>(1)</u> 05/09/2011	Common Stock	10,000

Stock					
Option	\$ 31.05				
(Right to Buy)		(2)	07/15/2012	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHACK WILLIAM A C/O ITLA CAPITAL CORPORATION 888 PROSPECT STREET, SUITE 110 LA JOLLA, CA 92037			Managing Director	

## Signatures

/s/ William A. Schack	05/25/2005
**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) One-third of the option vested on May 9, 2002, one-third vested on May 9, 2003 and one-third vested on May 9, 2004.
- (2) One-third of the option vested on June 15, 2003, one-third vested on June 15, 2004 and the remaining one-third is scheduled to vest on June 15, 2005.

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.