INTRAWEST CORP Form 4

March 29, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

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

See Instruction 1(b).

(Last)

S

(]

common

stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Pirate Capital LLC

(First)

200 CONNECTICUT AVENUE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

INTRAWEST CORP [IDR]

(Month/Day/Year)

(Check all applicable)

03/27/2006

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

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

5. Amount of

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

Person

NORWALK, CT US 06854

(City) (State) (Zip)

03/27/2006

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Price

32.95

l.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	-
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	I
		(Month/Day/Year)	(Instr. 8)		(
					I
					I
				(A)	-
				or	,

03/27/2006

Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s)

I

Code V Amount (D)

8,200

6,062,100

(Instr. 3 and 4)

See footnote 1

6. Ownership 7. Nature of

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

P

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	-	Title Number	Number		
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Pirate Capital LLC 200 CONNECTICUT AVENUE NORWALK, CT US 06854		X				
Hudson Thomas R Jr 200 CONNECTICUT AVENUE NORWALK, CT US 06854		X				

Signatures

/s/ Pirate Capital LLC, by Thomas R. Hudson Jr. its Portfolio Manager	03/29/2006
**Signature of Reporting Person	Date
/s/ Thomas R. Hudson Jr.	03/29/2006
**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).

The securities beneficially owned by the Reporting Persons are held directly by Jolly Roger Fund LP, a limited partnership for which Pirate Capital LLC ("Pirate") serves as general partner, and Jolly Roger Offshore Fund LTD, Jolly Roger Activist Portfolio Company LTD and Mint Master LTD, each an entity for which Pirate serves as investment advisor (collectively, the "Funds"). Pirate is deemed to

(1) be the indirect beneficial owner of the securities due to its position as general partner or investment advisor, as applicable, of the Funds, and its pecuniary interest in such shares is a fractional interest in such amount. Thomas R. Hudson Jr., as the sole managing member of Pirate, is also deemed to be the indirect beneficial owner of such securities. The Reporting Persons disclaim beneficial ownership of any and all such amounts in excess of such actual pecuniary interest.

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.

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