

EQUUS II INC
Form 4
July 05, 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 *
FLANAGAN GREGORY J

2. Issuer Name and Ticker or Trading Symbol
EQUUS II INC [EQS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1414 NANTUCKET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2005

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

HOUSTON, TX 77057

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

(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)		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 (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	06/30/2005		M		2,200 A \$ 7.8	11,467	D	
Common Stock	06/30/2005		M		2,200 A \$ 7.72	13,667	D	
Common Stock	06/30/2005		M		2,200 A \$ 7.43	15,867	D	
Common Stock	06/30/2005		S		2,200 D \$ 8.38	13,667	D	
Common Stock	06/30/2005		S		2,200 D \$ 8.38	11,467	D	
	06/30/2005		S		2,200 D	9,267	D	

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Common Stock	\$						
	8.38						
Common Stock		1,289		I			Held by wife.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Options (right to buy)	\$ 7.8	06/30/2005		M	2,200	11/07/2002 05/07/2012	Common Stock	2,200	
Incentive Stock Options (right to buy)	\$ 7.72	06/30/2005		M	2,200	11/07/2004 05/12/2014	Common Stock	2,200	
Incentive Stock Options (right to buy)	\$ 7.43	06/30/2005		M	2,200	11/12/2003 05/12/2013	Common Stock	2,200	
Incentive Stock Options (right to buy)	\$ 14.15	06/30/2005		J ⁽¹⁾	2,200	11/07/1999 05/07/2009	Common Stock	5,500	
	\$ 21.82	06/30/2005		J ⁽¹⁾	5,500	05/05/1998 11/04/2007		2,200	

Incentive Stock Options (right to buy)								Common Stock	
Incentive Stock Options (right to buy)	\$ 24.94	06/30/2005	<u>J(1)</u>	2,200	11/14/1998	05/14/2008		Common Stock	2,200
Incentive Stock Options (right to buy)	\$ 8.45	06/30/2005	<u>J(1)</u>	2,200	11/04/2001	05/04/2010		Common Stock	2,200
Incentive Stock Options (right to buy)	\$ 9.03	06/30/2005	<u>J(1)</u>	2,200	11/10/2000	05/10/2010		Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLANAGAN GREGORY J 1414 NANTUCKET HOUSTON, TX 77057	X			

Signatures

Phil Walters 07/05/2005
 **Signature of Date
 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).

(1) Cancel options.

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.