

ENCORE CAPITAL GROUP INC
 Form 4
 December 07, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
BLACK J BRANDON

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)
8875 AERO DRIVE, #200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2009

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

SAN DIEGO, CA 92123

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 05/28/2009 | | G | V | 2,000 | D | \$ 0 122,900 |
| Common Stock | 12/03/2009 | | M | | 30,000 | A | \$ 0.51 152,900 |
| Common Stock | 12/03/2009 | | M | | 35,000 | A | \$ 1 187,900 |
| Common Stock | 12/03/2009 | | S | | 65,000 | D | \$ 17.48 122,900 |
| | | | | | | | <u>(1)</u> |

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

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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)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 0.51 | 12/03/2009 | | M | 30,000 | <u>(2)</u> 09/11/2012 | Common Stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 1 | 12/03/2009 | | M | 35,000 | <u>(3)</u> 01/25/2011 | Common Stock | 35,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLACK J BRANDON 8875 AERO DRIVE, #200 SAN DIEGO, CA 92123 | X | | President & CEO | |

Signatures

/s/ Florentino Zamora, Jr., Attorney-in-Fact for J. Brandon Black 12/07/2009

**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) The shares were sold in multiple transactions on December 3, 2009 at prices ranging from \$17.19 to \$17.93 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to supply the Staff, the issuer, or a security

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holder of the issuer, full information regarding the number of shares sold at each separate price upon request.

- (2) The shares became exercisable as to 69,445 shares on May 3, 2005 and as to 69,444 shares on each of May 3, 2006 and September 11, 2007 and are fully vested.
- (3) The shares became exercisable as to 34,000 shares on May 23, 2000, as to 33,000 shares on each of May 23, 2001 and May 23, 2002, as to 50,000 shares on May 23, 2003 and as to 35,000 shares on May 23, 2004 and are fully vested.

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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