FLOWERS CHRISTOPHER J

Form 4

February 21, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FLOWERS CHRISTOPHER J

2. Issuer Name and Ticker or Trading Symbol

ENSTAR GROUP INC [ESGR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

Person

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

717 FIFTH AVE, 26TH FLOOR

(First)

(Street)

(State)

Filed(Month/Day/Year)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

02/16/2006

NEW YORK, NY 10022

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

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year) 4. 5. TransactionNumber Code of (Instr. 8) Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivative Security (Instr. 5)

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I	Derivative				Secu	rities					
S	Security				Acqu	iired					
					(A) (
					Disp	osed					
					of (E						
					(Inst	r. 3,					
					4, an	d 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of	
										Shares	
Unit Stock (1)	<u>(1)</u>	02/16/2006	A		32		<u>(1)</u>	<u>(1)</u>	Common Stock	32	\$ 79.3

Reporting Owners

Reporting Owner Name / Address	Relationships							
Transfer and the same	Director	10% Owner	Officer	Other				
FLOWERS CHRISTOPHER J 717 FIFTH AVE 26TH FLOOR NEW YORK, NY 10022	X							

Signatures

Cheryl D Davis by Power of
Attorney

**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) These stock units were accrued under The Enstar Group, Inc. Deferred Compensation and Stock Plan for non-employee Directors and are to be settled in a lump sum distribution within 30 days after termination of the Reporting Person's services on the Board of Directors.

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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