

HALL JOHN W
Form 4
January 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
HALL JOHN W

2. Issuer Name and Ticker or Trading Symbol
ONYX ACCEPTANCE CORP
[ONYX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
27051 TOWNE CENTRE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2005

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

FOOTHILL RANCH, CA 92610

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) (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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/11/2005		X ⁽²⁾		5,209	A	\$ 3.66 494,794
Common Stock	01/11/2005		X ⁽²⁾		7,755	A	\$ 5.75 502,549
Common Stock	01/11/2005		X ⁽²⁾		9,132	A	\$ 11.75 511,681
Common Stock	01/11/2005		X ⁽²⁾		10,868	A	\$ 11.75 522,549
Common Stock	01/11/2005		X ⁽²⁾		12,980	A	\$ 2.7 535,529

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Common Stock	01/11/2005	<u>X(2)</u>	14,791	A	\$ 3.66	550,320	D	
Common Stock	01/11/2005	<u>X(2)</u>	18,274	A	\$ 2.7	568,594	D	
Common Stock	01/11/2005	<u>X(2)</u>	21,250	A	\$ 5.5	589,844	D	
Common Stock	01/11/2005	<u>X(2)</u>	28,125	A	\$ 3.76	617,969	D	
Common Stock	01/11/2005	<u>X(2)</u>	46,875	A	\$ 3.76	664,844	D	
Common Stock	01/11/2005	<u>X(2)</u>	47,817	A	\$ 5.75	712,661	D	
Common Stock	01/11/2005	<u>X(2)</u>	52,506	A	\$ 5.75	765,167	D	
Common Stock	01/11/2005	<u>X(2)</u>	279,570	A	\$ 4.25	1,044,737	D	
Common Stock	01/11/2005	<u>D(1)</u>	1,044,737	D	\$ 28	0	D	
Common Stock	01/11/2005	<u>D(1)</u>	665	D	\$ 28	0	I	By Managed Account (401(k) Plan)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Options (right to	\$ 3.66	01/11/2005		<u>X(2)</u>	5,209	<u>(2)</u>	05/23/2011	Common Stock	5,209

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purchase)

Stock
Options
(right to
purchase)

\$ 5.75

01/11/2005

X⁽²⁾

7,755

(2)

03/18/2006

Common
Stock

7,755

Stock
Options
(right to
purchase)

\$ 11.75

01/11/2005

X⁽²⁾

9,132

(2)

01/02/2014

Common
Stock

9,132

Stock
Options
(right to
purchase)

\$ 11.75

01/11/2005

X⁽²⁾

10,868

(2)

01/02/2014

Common
Stock

10,868

Stock
Options
(right to
purchase)

\$ 2.7

01/11/2005

X⁽²⁾

12,980

(2)

02/03/2013

Common
Stock

12,980

Stock
Options
(right to
purchase)

\$ 3.66

01/11/2005

X⁽²⁾

14,791

(2)

05/23/2011

Common
Stock

14,791

Stock
Options
(right to
purchase)

\$ 2.7

01/11/2005

X⁽²⁾

18,274

(2)

02/03/2013

Common
Stock

18,274

Stock
Options
(right to
purchase)

\$ 5.5

01/11/2005

X⁽²⁾

21,250

(2)

02/23/2009

Common
Stock

21,250

Stock
Options
(right to
purchase)

\$ 3.76

01/11/2005

X⁽²⁾

28,125

(2)

06/19/2012

Common
Stock

28,125

Stock
Options
(right to
purchase)

\$ 3.76

01/11/2005

X⁽²⁾

46,875

(2)

06/19/2012

Common
Stock

46,875

Stock
Options
(right to
purchase)

\$ 5.75

01/11/2005

X⁽²⁾

47,817

(2)

01/02/2008

Common
Stock

47,817

Stock
Options
(right to
purchase)

\$ 5.75

01/11/2005

X⁽²⁾

52,506

(2)

01/02/2007

Common
Stock

52,506

Stock Options (right to purchase)	\$ 4.25	01/11/2005	X ⁽²⁾	279,570	(2)	05/31/2010	Common Stock	279,570
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL JOHN W 27051 TOWNE CENTRE DRIVE FOOTHILL RANCH, CA 92610	X	X	President and CEO	

Signatures

/s/ JOHN W. HALL by DON P. DUFFY, ATTORNEY-IN-FACT	01/13/2005
<u> </u> 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 shares of common stock were disposed of pursuant to the Agreement and Plan of Merger by and among Capital One Auto Finance, Inc., Foothill Services Corporation and Onyx Acceptance Corporation, dated as of September 20, 2004, in exchange for cash equal to \$28.00 per share.

The options, to the extent not already vested, were deemed vested and exercisable immediately prior to the effectiveness of the merger of Foothill Services Corporation with and into Onyx Acceptance Corporation (the "Effective Time"). The options were deemed exercised immediately prior to the Effective Time.

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.