

OSTER SHARON M
Form 4
August 09, 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 *
OSTER SHARON M

(Last) (First) (Middle)

C/O THE ARISTOTLE CORPORATION, 96 CUMMINGS POINT ROAD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARISTOTLE CORP [ARTL]

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/05/2005		M		500 A \$ 2.95	18,773	D
Common Stock	08/05/2005		M		500 A \$ 3.26	19,273	D
Common Stock	08/05/2005		M		500 A \$ 4.91	19,773	D
Common Stock						39,100	I By husband

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)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.95	08/05/2005		M	500	09/16/2003 06/17/2007	Common Stock	500	
Stock Option (Right to Buy)	\$ 3.26	08/05/2005		M	500	06/20/2004 06/20/2008	Common Stock	500	
Stock Option (Right to Buy)	\$ 4.91	08/05/2005		M	500	06/18/2005 06/18/2009	Common Stock	500	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OSTER SHARON M
C/O THE ARISTOTLE CORPORATION
96 CUMMINGS POINT ROAD
STAMFORD, CT 06902

X

Signatures

Steven B. Lapin, pursuant to a Power of Attorney dated 08/30/2002

08/09/2005

**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) Includes 3,500 shares of Common Stock and 3,500 shares of Series I Preferred Stock to be issued upon the exercise of outstanding options granted pursuant to the Issuer's 1997 Employee and Director Stock Plan.
- (2) Includes 1,000 shares of Common Stock to be issued upon the exercise of outstanding options granted pursuant to the Issuer's 2002 Employee, Director and Consultant Stock Plan ("2002 Plan").
- (3) Includes 500 shares of Common Stock to be issued upon the exercise of outstanding options granted pursuant to the Issuer's 2002 Plan.

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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