

APPLICA INC  
Form 4  
January 25, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**ROSEN JERALD**

(Last) (First) (Middle)  
  
3633 FLAMINGO ROAD  
  
(Street)

MIRAMAR, FL 33027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**APPLICA INC [APN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/23/2007**

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	(A) or (D)	Price
Common Stock, par value \$0.10 per share	01/23/2007		D(1)		35,851	D	\$ 0 (1)
Common Stock, par value \$0.10 per share	01/23/2007		D(1)		1,565	D	\$ 0 (1)

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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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
Option (right to buy)	\$ 2.86	01/23/2007		D <sup>(2)</sup>	1,500	06/01/2006 06/01/2015	Common Stock	1,500
Option (right to buy)	\$ 4.1	01/23/2007		D <sup>(2)</sup>	1,500	06/01/2007 06/01/2016	Common Stock	1,500
Option (right to buy)	\$ 6.1	01/23/2007		D <sup>(2)</sup>	1,500	06/01/2004 06/01/2013	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSEN JERALD 3633 FLAMINGO ROAD MIRAMAR, FL 33027		X		

## Signatures

/s/ Jerald I.  
Rosen

01/24/2007

\*\*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) Pursuant to the terms of the Agreement and Plan of Merger dated October 19, 2006, as subsequently amended, between Applica Incorporated and affiliates of Harbinger Capital Partners (the "Merger Agreement"), at the effective time of the merger contemplated therein, each outstanding share of Applica common stock was cancelled and converted into the right to receive \$8.25 in cash, without

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interest.

- Pursuant to the terms of the Merger Agreement, at the effective time of the merger, each stock option to purchase shares of Applica common stock that was outstanding and unexercised immediately prior to the effective time of the merger, whether or not vested, was cancelled and converted into the right to receive an amount in cash equal to the excess, if any, of \$8.25 over the exercise price per share of such stock option.
- (2) This option was granted pursuant to the issuer's stock option plan, which complies with the requirements for exemption set forth in Rule 16b-3 of the Securities Exchange Act of 1934.
- (3) This option was granted pursuant to the issuer's stock option plan, which complies with the requirements for exemption set forth in Rule 16b-3 of the Securities Exchange Act of 1934.

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.