Edgar Filing: EDELMAN HENRY D - Form 4

EDELMAN H	IENRY D										
Form 4 February 21, 2	2006										
•									OMB APPI	ROVAL	
FORM	UNITEDS	STATES		TIES AN			GE COMN	AISSION	OMB Number:	3235-0287	
Check this if no longe	r								Expires: J	anuary 31, 2005	
subject to Section 16 Form 4 or		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated ave burden hours response	rage		
Form 5 obligations may contin <i>See</i> Instruct 1(b).	s Section 17(a) of the	Section 16 Public Uti of the Inv	lity Holdin	ng Compa	ny A	ct of 1935	of 1934,			
(Print or Type Re	esponses)										
EDELMAN HENRY D Sy			Symbol	Isonor							
			MORTGAGE CORP [AGM]					(Check all applicable)			
(Mont				Date of Earliest Transaction Direction _					tle $\underline{\qquad}$ 10% Ov below)		
1133 2181 S 600	TREET, N.W., S	UITE	02/16/20	06				Р	resident		
	(Street)		4. If Amen Filed(Mont	dment, Date h/Day/Year)	Original		Applic	able Line)	t/Group Filing(C		
WASHINGT	ON, X1 20036							orm filed by Mo	re than One Repor		
(City)	(State) (Zip)	Table	I - Non-Dei	rivative Sec	uritie	s Acquired,	Disposed of, o	or Beneficially (Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deen Execution any (Month/D		ion Date, if				D) Securities 5) Beneficiall Owned Following Reported		Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction (Instr. 3 and			
Class C Non-Voting Common Stock	02/16/2006			M <u>(1)</u>	10,707	A	\$ 11.8333	25,252	D		
Class C Non-Voting Common Stock	02/16/2006			S <u>(1)(2)</u>	10,707	D	\$ 30.0131	14,545	D		
Class C	02/16/2006			F <u>(1)</u>	2,653	D	\$ 30.96	11,892	D		

(3)

Non-Voting

Common

1

Stock							
Class C Non-Voting Common Stock	02/17/2006	M <u>(1)</u>	10,707	A	\$ 11.8333	22,599	D
Class C Non-Voting Common Stock	02/17/2006	S <u>(1)(2)</u>	10,707	D	\$ 31.0092	11,892	D
Class C Non-Voting Common Stock	02/17/2006	F <u>(1)</u>	2,789	D	\$ 31.06 (<u>3)</u>	9,103	D

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.

 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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	Amour or Numbe of Shar
Employee Stock Option (right to buy)	\$ 11.8333 (4)	02/16/2006		M <u>(1)</u>	10,707	(5)	06/12/2007	Class C Non-Voting Common Stock	31,91 (4)
Employee Stock Option (right to buy)	\$ 11.8333 (4)	02/17/2006		M <u>(1)</u>	10,707	<u>(5)</u>	06/12/2007	Class C Non-Voting Common Stock	31,91 (4)

Reporting Owners

Reporting Owner Name / Addre	255	s Relationships							
	Director	10% Owner	Officer	Other					
EDELMAN HENRY D 1133 21ST STREET, N.W. SUITE 600 WASHINGTON, X1 20036			President						
Signatures									
Henry D. Edelman	02/21/2006								

<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).

This report reflects (on Table I) (i) the acquisition of 21,414 shares of Class C Non-Voting Common Stock through the partial exercise of a previously partially exercised employee stock option acquired by the reporting person in June 1997 pursuant to former Rule 16b-3; (ii)

- (1) the sale of 21,414 shares of Class C Stock; and (iii) the transfer to the Issuer of 5,442 shares of Class C Stock as payment of tax liability; and (on Table II) the partial closing of the June 1997 employee stock option. The exercise of the June 1997 employee stock option is exempt under Section 16(b) under Rule 16b-6, but is reported herein pursuant to Rule 16a-4.
- (2) Transaction pursuant to plan under Rule 10b5-1.
- (3) Price determined as closing price of Class C Stock on day of transaction.
- (4) Number of shares and price per share related to employee stock option reflect a 3-for-1 stock split effective 8/2/99.
- (5) The option was exercisable commencing June 12, 1997 with respect to 10,638 shares, commencing May 31, 1998 with respect to 10,638 shares and commencing May 31, 1999 with respect to 10,641 shares.

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.