

INSITUFORM TECHNOLOGIES INC
 Form 4
 December 10, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
AFFHOLDER ROBERT W

2. Issuer Name and Ticker or Trading Symbol
INSITUFORM TECHNOLOGIES INC [INSU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/08/2004

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

C/O INSITUFORM TECHNOLOGIES, INC., 702 SPIRIT 40 PARK DRIVE

(Street)

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

CHESTERFIELD, MO 63005

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, \$.01 par value | 12/08/2004 | | S | | 100 | D | \$ 22.9 | 947,601 | I | See footnote for nature of direct and indirect interests (1) |
| Common stock, \$.01 | 12/08/2004 | | S | | 100 | D | \$ 22.89 | 947,501 | I | See footnote |

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| | | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|---------|---|---|
| par value | | | | | | | | for nature of direct and indirect interests <u>(1)</u> |
| Common stock, \$.01 par value | 12/08/2004 | S | 100 | D | \$ 22.88 | 947,401 | I | See footnote for nature of direct and indirect interests <u>(1)</u> |
| Common stock, \$.01 par value | 12/08/2004 | S | 500 | D | \$ 22.86 | 946,901 | I | See footnote for nature of direct and indirect interests <u>(1)</u> |
| Common stock, \$.01 par value | 12/08/2004 | S | 1,000 | D | \$ 22.85 | 945,901 | I | See footnote for nature of direct and indirect interests <u>(1)</u> |
| Common stock, \$.01 par value | 12/08/2004 | S | 1,500 | D | \$ 22.84 | 944,401 | I | See footnote for nature of direct and indirect interests <u>(1)</u> |
| Common stock, \$.01 par value | 12/08/2004 | S | 2,999 | D | \$ 22.83 | 941,402 | I | See footnote for nature of direct and indirect interests <u>(1)</u> |
| Common | 12/08/2004 | S | 4,100 | D | \$ | 937,302 | I | See |

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| | | | | | | | | | |
|-------------------------------------|------------|--|---|--------|---|-------------|---------|---|--|
| stock, \$.01 par value | | | | | | 22.82 | | | footnote for nature of direct and indirect interests <u>(1)</u> |
| Common stock, \$.01 par value | 12/08/2004 | | S | 2,500 | D | \$ 22.81 | 934,802 | I | See footnote for nature of direct and indirect interests <u>(1)</u> |
| Common stock, \$.01 par value | 12/08/2004 | | S | 16,400 | D | \$ 22.8 | 918,402 | I | See footnote for nature of direct and indirect interests <u>(1)</u> |
| Common stock, \$.01 par value | 12/08/2004 | | S | 1 | D | \$ 22.77 | 918,401 | I | See footnote for nature of direct and indirect interests <u>(1)</u> |

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|---|--|---|---|--------------------------------------|---|--|---|---|--|

(Instr. 3,
4, and 5)

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AFFHOLDER ROBERT W
C/O INSITUFORM TECHNOLOGIES, INC.
702 SPIRIT 40 PARK DRIVE
CHESTERFIELD, MO 63005

X

Signatures

/s/ Robert W.
Affholder

12/09/2004

 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).

348,243 shares held directly; 196,958 shares held jointly by Robert W. Affholder and Pamela Long Affholder; 3,000 shares held by The Robert W. and Pamela Long Affholder Irrevocable Grandchildren's Trust, as to which Robert W. Affholder is co-trustee; the remaining (1) shares are held by The Affholder Family Partnership L.P. (the "Partnership"), the sole general partners of which are The Robert W. Affholder Revocable Trust and The Pamela Long Affholder Revocable Trust, as to each of which Robert W. Affholder and Pamela Long Affholder are co-trustees. Transactions reported herein relate to stock sales by the Partnership.

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.