

PARTY CITY CORP
Form 4
September 08, 2005

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALKER SMITH CAPITAL L P

(Last) (First) (Middle)

**300 CRESCENT COURT, SUITE
1111**

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PARTY CITY CORP [PCTY]

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/06/2005		P		411 <u>(2)</u>	A	\$ 13.24	2,120,180	I	See Footnotes <u>(1)</u> <u>(6)</u>
Common Stock	09/06/2005		P		400 <u>(3)</u>	A	\$ 13.25	2,120,580	I	See Footnotes <u>(1)</u> <u>(6)</u>
Common Stock	09/07/2005		P		19,100 <u>(4)</u>	A	\$ 13.375	2,139,680 <u>(5)</u>	I	See Footnotes <u>(1)</u> <u>(6)</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) (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER SMITH CAPITAL L P 300 CRESCENT COURT SUITE 1111 DALLAS, TX 75201		X		
WALKER SMITH INTERNATIONAL FUND LTD 300 CRESCENT COURT SUITE 1111 DALLAS, TX 75201		X		
Walker Smith Capital QP L P 300 CRESCENT COURT SUITE 1111 DALLAS, TX 75201		X		

Signatures

Walker Smith Capital, L.P., by WS Capital Management, L.P., its general partner, by WS Capital, L.L.C., its general partner, by /s/ Reid S. Walker, Member

09/08/2005

 **Signature of Reporting Person

Date _____

Walker Smith Capital, (Q.P.) L.P., by WS Capital Management, L.P., its general partner, by WS Capital, L.L.C., its general partner, by /s/ Reid S. Walker, Member

09/08/2005

 **Signature of Reporting Person

Date _____

Walker Smith International Fund, LTD., by WS Capital Management, L.P., its agent and attorney-in-fact, by WC Capital, L.L.C., its general partner, by /s/ Reid S. Walker, Member

09/08/2005

__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).

This Form 4 is filed on behalf of WS Capital, L.L.C. (WS Capital), WS Capital Management, L.P. (WSCM), WSV Management, L.L.C. (WSV), WS Ventures Management, L.P. (WSVM), Walker Smith Capital, L.P. (WSC), Walker Smith Capital (Q.P.), L.P. (WSCQP), Walker Smith International Fund, Ltd. (WS International), WS Opportunity Fund, L.P. (WSO), WS Opportunity Fund (Q.P.), L.P.

(1) (WSOQP), WS Opportunity Fund International, Ltd. (WSO International), Reid S. Walker, G. Stacy Smith and Patrick P. Walker (collectively, the Filing Persons). Reid S. Walker and G. Stacy Smith are the sole principals of WS Capital, and Reid S. Walker, G. Stacy Smith and Patrick P. Walker are the sole principals of WSV. WS Capital is the general partner of WSCM, which is the general partner of WSC and WSCQP and the agent and attorney-in-fact for WS International. WSV is the general partner of WSVM, which is the general partner of WSO and WSOQP and the agent and attorney-in-fact for WSO International.

(2) Represents 17 shares acquired by WSC, 171 shares acquired by WSCQP, 146 shares acquired by WS International, 26 shares acquired by WSO, 14 shares acquired by WSOQP and 37 shares acquired by WSO International.

(3) Represents 16 shares acquired by WSC, 167 shares acquired by WSCQP, 142 shares acquired by WS International, 26 shares acquired by WSO, 13 shares acquired by WSOQP and 36 shares acquired by WSO International.

(4) Represents 1,100 shares acquired by WSC, 6,100 shares acquired by WSCQP, 9,400 shares acquired by WS International, 1,000 shares acquired by WSO, 1,000 shares acquired by WSOQP and 1,500 shares acquired by WSO International.

(5) Includes (i) 115,088 shares held directly by WSC, (ii) 661,677 shares held directly by WSCQP, (iii) 911,590 shares held directly by WS International, (iv) 131,281 shares held directly by WSO, (v) 130,069 shares held directly by WSOQP, (vi) 185,075 shares held directly by WSO International, (vii) 1,000 shares held directly by Reid S. Walker (see footnote 1), (viii) 2,500 shares held directly by Patrick P. Walker (see footnote 1) and (ix) 1,400 shares held indirectly by Patrick P. Walker, as trustee for a trust.

Each of the Filing Persons hereby expressly disclaims membership in a group under the Securities Exchange Act of 1934 with respect to the securities reported herein, and this Form 4 shall not be deemed to be an admission that any such Filing Person is a member of such a

(6) group. Each of the Filing Persons hereby expressly disclaims beneficial ownership of the securities reported herein, other than to the extent of its pecuniary interest therein, and this Form 4 shall not be deemed to be an admission that any such Filing Person is the beneficial owner of the securities reported herein for purposes of the Securities Exchange Act of 1934 or for any other purpose.

Remarks:

This is Part 2 of a Form 4 filed jointly by WS Capital LLC, WS Capital Management, L.P., WSV Management, LLC, WS Opportunity Fund, L.P., WS Ventures Management, L.P., WS Opportunity Fund, L.P., WS Opportunity Fund (QP), L.P., Walker Smith Capital, L.P., WS International Ltd., Walker Smith Capital (QP), L.P., G. Stacy Smith, Reid S. Walker and Patrick P. Walker. The Form 4 was filed in two parts due to the restrictions in the electronic filing process.

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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