

ARISTOTLE CORP

Form 4

August 15, 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  
burden hours per  
response... 0.5

(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)  
08/12/2005

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock	08/12/2005		M		2,500 (1)	A	\$ 5.625 (1)	22,273	D	
Common Stock	08/12/2005		M		1,000 (2)	A	\$ 5.99 (2)	23,273	D	
Common Stock								39,100	I	By Husband

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**

SEC 1474  
(9-02)

**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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.625	08/12/2005		M		2,500		11/17/1999	11/17/2009	Common Stock and Series I Preferred Stock <sup>(3)</sup>	2,500
Stock Option (Right to Buy)	\$ 5.99	08/12/2005		M		1,000		10/30/1997	10/30/2007	Common Stock and Series I Preferred Stock <sup>(4)</sup>	1,000
Series I Preferred Stock	\$ 12	08/12/2005		M		2,500		06/17/2007	09/14/2007	Common Stock	1,250
Series I Preferred Stock	\$ 12	08/12/2005		M		1,000		06/17/2007	09/14/2007	Common Stock	500
Series I Preferred Stock	\$ 12							06/17/2005	09/14/2007	Common Stock	17,850

## 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

H. William Smith, pursuant to a Power of Attorney dated  
08/30/2002

08/15/2005

\_\_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).

On June 17, 2002, the Issuer paid a stock dividend on its common stock of one share of Series I convertible preferred stock ("Series I Preferred Stock") for each share of its common stock. The Reporting Person received 2,500 shares of the Issuer's common stock and 2,500 shares of Series I Preferred Stock upon exercise of the stock option by the Reporting Person.

On June 17, 2002, the Issuer paid a stock dividend on its common stock of one share of Series I convertible preferred stock for each share of its common stock. The Reporting Person received 1,000 shares of the Issuer's common stock and 1,000 shares of Series I Preferred Stock upon exercise of the stock option by the Reporting Person.

This option was previously reported as an option for 2,500 shares of common stock at an exercise price of \$5.625 per share, but was adjusted to reflect the stock dividend paid by the Issuer on June 17, 2002. As a result of the stock dividend, the option entitled the Reporting Person to receive, upon exercise, 2,500 shares of Series I Preferred Stock for no additional consideration.

This option was previously reported as an option for 1,000 shares of common stock at an exercise price of \$5.99 per share, but was adjusted to reflect the stock dividend paid by the Issuer on June 17, 2002. As a result of the stock dividend, the option entitled the Reporting Person to receive, upon exercise, 1,000 shares of Series I Preferred Stock for no additional consideration.

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.