

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

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(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 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)

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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 ⁽³⁾	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 ⁽⁴⁾	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.

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