FTD Group, Inc. Form 4 February 16, 2005

FORM 4

Section 16.

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

Check this box if no longer subject to

any

(Month/Day/Year)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Instr. 3)

Common

Stock, par

\$0.01 per

value

share

02/14/2005

1. Name and Address of Reporting Person *

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Form:

(I)

Direct (D)

or Indirect

(Instr. 4)

I (1) (2)

Beneficial

Ownership

By Green

Investors

IV, L.P.

Equity

(Instr. 4)

0.5

NOLAN PETER J			Symbol FTD Group, Inc. [FTD]			Issuer (Check all applicable)					
(Last)	(First)	(Middle)		of Earliest Day/Year)	Transaction	_X_	`	10%			
11111 SANTA MONICA BOULEVARD, SUITE 2000			02/14/2005			below)		itleOtho	Other (specify v)		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
I OC ANG		25	Filed(Mo	onth/Day/Yo	ear)	_X_ Fo		ne Reporting Pe			
LOS ANGI	ELES, CA 900	25				Person	•				
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivative Securities Ac	quired,	Disposed of,	or Beneficial	lly Owned		
1.Title of Security	2. Transaction I (Month/Day/Ye			3. Transact	4. Securities Acquired (ionor Disposed of (D)	` ′	mount of urities	6. Ownership	7. Nature of Indirect		

(Instr. 3, 4 and 5)

Amount

2,282,914 A

(A)

or

(D)

Price

Code

(Instr. 8)

Code V

P

2. Issuer Name and Ticker or Trading

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Beneficially

Following

Transaction(s)

(Instr. 3 and 4)

Reported

\$ 13 15,406,249

Owned

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				G 1 W	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NOLAN PETER J 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025	X					

Signatures

/s/ Julia Chang, as Attorney-in-Fact for Peter J. 02/15/2005 Nolan

> **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).
- The 15,406,249 shares of Common Stock reported herein are owned directly by Green Equity Investors IV, L.P. ("GEI"). Peter J. Nolan (1) is a partner of Leonard Green & Partners, L.P., which is the management company of GEI, and a member of Green Partnership Holdings, LLC, which is a limited partner of GEI.
 - Mr. Nolan directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by
- (2) GEI and, therefore, a "ten percent holder" hereunder. Mr. Nolan disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Nolan is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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.

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