

OCA, INC. / DE /
Form 4
June 14, 2005

FORM 4

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

OMB APPROVAL

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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 *
SMITH THOMAS W

(Last) (First) (Middle)
323 RAILROAD AVENUE
(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OCA, INC. / DE / [OCA]

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2005

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) ___X___ Other (specify below)
Member of Section 13(d) Group

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	06/10/2005		S		534,000	D	\$ 1.4	1,826,600	I	By Idoya Partners <u>(1)</u>
Common Stock	06/10/2005		S		522,000	D	\$ 1.4	1,860,700	I	By Prescott Associates <u>(2)</u>
Common Stock	06/10/2005		S		30,200	D	\$ 1.4	105,000	I	By Prescott International Partners <u>(3)</u>
Common Stock	06/13/2005		S		785,000	D	\$ 1.47	1,041,600	I	By Idoya Partners <u>(1)</u>
Common Stock	06/13/2005		S		769,600	D	\$ 1.47	1,091,100	I	By Prescott Associates <u>(2)</u>

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Common Stock	06/13/2005		S	46,000	D	\$ 1.47	59,000	I	By Prescott International Partners ⁽³⁾
Common Stock	06/13/2005		S	102,000	D	\$ 1.47	170,200	I	By Prescott Investors Profit Sharing Trust ⁽⁴⁾
Common Stock	06/14/2005		S	559,900	D	\$ 1.49	481,700	I	By Idoya Partners ⁽¹⁾
Common Stock	06/14/2005		S	545,600	D	\$ 1.49	545,500	I	By Prescott Associates ⁽²⁾
Common Stock	06/14/2005		S	33,100	D	\$ 1.49	25,900	I	By Prescott International Partners ⁽³⁾
Common Stock	06/14/2005		S	85,700	D	\$ 1.49	84,500	I	By Prescott Investors Profit Sharing Trust ⁽⁴⁾

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

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(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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH THOMAS W 323 RAILROAD AVENUE GREENWICH, CT 06830		X		Member of Section 13(d) Group
VASSALLUZZO SCOTT J 323 RAILROAD AVENUE GREENWICH, CT 06830		X		Member of Section 13(d) Group
IDOYA PARTNERS 323 RAILROAD AVENUE GREENWICH, CT 06830				Member of Section 13(d) Group
PRESCOTT ASSOCIATES 323 RAILROAD AVENUE GREENWICH, CT 06830				Member of Section 13(d) Group
PRESCOTT INTERNATIONAL PARTNERS 323 RAILROAD AVENUE GREENWICH, CT 06830				Member of Section 13(d) Group
PRESCOTT INVESTORS PROFIT SHARING TRUST 323 RAILROAD AVENUE GREENWICH, CT 06830				Member of Section 13(d) Group

Signatures

/s/ Thomas W. Smith and Scott J. Vassalluzzo, individually and as general partners of Idoya Partners, Prescott Associates and Prescott International Partners and as trustees of Prescott Investors Profit Sharing Trust

06/14/2005

**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).
- (1) These shares are owned directly by Idoya Partners, a private investment limited partnership, and indirectly by Thomas W. Smith and Scott J. Vassalluzzo as general partners of Idoya Partners. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their respective pecuniary interests in such shares under Rule 16a-1(a)(2)(ii)(B). The address for Idoya Partners is 323 Railroad Avenue, Greenwich, CT 06830.
 - (2) These shares are owned directly by Prescott Associates, a private investment limited partnership, and indirectly by Thomas W. Smith and Scott J. Vassalluzzo as general partners of Prescott Associates. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their respective pecuniary interests in such shares under Rule 16a-1(a)(2)(ii)(B). The address for Prescott Associates is 323 Railroad Avenue, Greenwich, CT 06830.
 - (3) These shares are owned directly by Prescott International Partners, a private investment limited partnership, and indirectly by Thomas W. Smith and Scott J. Vassalluzzo as general partners of Prescott International Partners. Messrs. Smith and Vassalluzzo disclaim beneficial ownership of these shares in excess of their respective pecuniary interests in such shares under Rule 16a-1(a)(2)(ii)(B). The address for Prescott International Partners is 323 Railroad Avenue, Greenwich, CT 06830.
 - (4) These shares are owned directly by Prescott Investors Profit Sharing Trust, a member of a Section 13(d) Reporting Group, and indirectly by Thomas W. Smith and Scott J. Vassalluzzo as trustees of Prescott Investors Profit Sharing Trust. Messrs. Smith and

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Vassalluzzo disclaim beneficial ownership of these shares in excess of their respective interests in such shares under Rule 16a-8(b)(2). The address for Prescott Investors Profit Sharing Trust is 323 Railroad Avenue, Greenwich, CT 06830.

Remarks:

As of the date of this report, each of the Reporting Persons beneficially owns less than 10% of the outstanding shares of OCA,

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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