

ANGELICA CORP /NEW/
Form 4
August 05, 2008

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 *
WESTBROOK KELVIN R

(Last) (First) (Middle)

**KRW ADVISORS, LLC, 8000
MARYLAND AVENUE, ST. 440**

(Street)

ST. LOUIS, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ANGELICA CORP /NEW/ [AGL]

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

08/04/2008

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 (D) Price		
Common Stock	08/04/2008		D		13,487 (1) D \$ 22 0	D	

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)

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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. Title and Amount of Derivative Securities (Instr. 3 and 4)
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(2)(5)	(3)(5)	(4)(5)	
						Code	V	(A)	(D)
Director Stock Option (Right to Buy)	\$ 10.935	08/04/2008		D	600	(2)(5)	05/30/2010	Common	600
Director Stock Option (Right to Buy)	\$ 16.675	08/04/2008		D	2,000	(3)(5)	05/29/2011	Common	2,000
Director Stock Option (Right to Buy)	\$ 16.82	08/04/2008		D	2,000	(4)(5)	05/28/2012	Common	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTBROOK KELVIN R KRW ADVISORS, LLC 8000 MARYLAND AVENUE, ST. 440 ST. LOUIS, MO 63105		X		

Signatures

/s/ Kelvin R.
Westbrook
08/04/2008
Date

**Signature of Reporting Person

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)

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In connection with the merger of Clothesline Acquisition Corporation with and into the Issuer, shares of the Issuer's common stock were converted into the right to receive \$22.00 per share, without interest

- (2) This option provided for vesting in four equal annual installments beginning May 30, 2002.
- (3) This option provided for vesting in four equal annual installments beginning May 29, 2003.
- (4) This option provided for vesting in four equal annual installments beginning May 28, 2004.

The above options were tendered by the Reporting Person to the Issuer in connection with the Offer to Purchase for Cash All Outstanding Options to Purchase Shares of Common Stock with an Exercise Price of Less than \$22.00 per Share (such Offer, an exhibit to the Schedule TO initially filed by the Issuer with the Commission on July 3, 2008), which Offer expired on August 4, 2008. All tendered

- (5) options were cancelled and the Issuer paid to the Reporting Person with respect to each separate option grant a cash amount, without interest and less any applicable tax withholdings, of the "spread value" of such option grant, which is the product of (a) the excess of \$22.00 over the per share exercise price of such option multiplied by (b) the aggregate number of shares of the Issuer's common stock issuable upon exercise of such option.

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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