

GTCR PARTNERS VI L P
Form 4
February 10, 2006

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 *
GTCR CAPITAL PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol
COINMACH SERVICE CORP
[DRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2006

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Amount		
			Code	V	Amount		
Class A Common Stock, par value \$0.01 per share ⁽¹⁾	02/08/2006		S ⁽¹⁾		2,199,413	D	\$ 8.505 0 D ⁽²⁾ ⁽³⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
GTCR CAPITAL PARTNERS L P		X		
GTCR MEZZANINE PARTNERS LP C/O GTCR GOLDEN RAUNER LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402		X		
GTCR PARTNERS VI L P		X		
GTCR GOLDER RAUNER LLC 6100 SEARS TOWER CHICAGO, IL 60606-6402		X		
RAUNER BRUCE V C/O GTCR GOLDER RAUNER LLC SEARS TOWER #6100 CHICAGO, IL 60606-6402	X	X		
Donnini David C/O GTCR 6100 SEARS TOWER CHICAGO, IL 60606	X	X		

Signatures

/s/ Andrew J. Terry under Powers of Attorney filed as Exhibit 99.1 to this Form 4

02/10/2006

__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) On November 19, 2004, GTCR Capital Partners, L.P. ("Capital Partners") purchased 2,199,413 Income Deposit Securities ("IDSs") of the Issuer. Each IDS consists of one share of Class A Common Stock and an 11% senior secured note due 2024 in a principal amount of \$6.14. By their terms, IDSs may be separated by the holders thereof into shares of Class A Common Stock and 11% notes at any time. On January 24, 2006, Capital Partners separated its IDSs and tendered approximately \$13,504,396 in aggregate principal amount of 11% notes held by it in a tender offer commenced by the Issuer. Shortly thereafter, the Issuer agreed to purchase the shares of Class A Common Stock (formerly represented, in part, by IDSs) held by Capital Partners.
- Capital Partners is the direct beneficial owner of the shares of Class A Common Stock reported in Table I. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VI. Each of Messrs. Rauner and Donnini are principals of GTCR. As such, Mezzanine Partners, GTCR Partners VI, GTCR and Messrs. Rauner and Donnini may be deemed to be beneficial owners of the shares of Common Stock reported in Table I. Each of Mezzanine Partners, GTCR Partners VI, GTCR and Messrs. Rauner and Donnini, expressly disclaim beneficial ownership of the shares reported in Table I, except to the extent of any pecuniary interest therein.
- (2) The filing of this form shall not be deemed an admission that Mezzanine Partners, GTCR Partners VI, GTCR or Messrs. Rauner or Donnini are, for Section 16 purposes or otherwise, the beneficial owners of such shares of Class A Common Stock.
- (3)

Remarks:

Each of GTCR Capital Partners, L.P., GTCR Mezzanine Partners, L.P. and GTCR Partners VI, L.P. is no longer subject to Section 16.

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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