

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2004-05-18** | Period of Report: **2004-05-18**

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REPORTING OWNER

EISENBERG GEOFF

CIK: **1239218**

Type: **4/A** | Act: **34** | File No.: **000-22512** | Film No.: **04816881**

Mailing Address

*C/O WESTMARINE
500 WESTRIDGE DRIVE
WATSONVILL CA 950076*

ISSUER

WEST MARINE INC

CIK: **912833** | IRS No.: **770355502** | State of Incorpor.: **DE** | Fiscal Year End: **0102**
SIC: **5500** Auto dealers & gasoline stations

Mailing Address

*500 WESTRIDGE DRIVE
WATSONVILLE CA 95076*

Business Address

*500 WESTRIDGE DR
WATSONVILLE CA 95076-4100
4087282700*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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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

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

1. Name and Address of Reporting Person EISENBERG GEOFF			2. Issuer Name and Ticker or Trading Symbol WEST MARINE INC [WMAR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/18/2004					
500 WESTRIDGE DR.			4. If Amendment, Date Original Filed(Month/Day/Year) 05/12/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) WATSONVILLE, CA 95076								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	05/12/2004	05/12/2004	A		305	A	\$ 0	447,529	D	
Common Stock								5,320	I	by Daughter
Common Stock								5,320	I	by Son

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Purpose of this amended filing is to gain access to the system in order to attach the Power of Attorney

Signatures

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby appoints each of Pamela Fields, Eric Nelson and Linda Kennedy to be the undersigned's true and lawful attorney-in-fact, for the undersigned, and in his or her name, place and stead to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and /or director of West Marine, Inc. (the "Company"), Form 144 and Forms 3, 4, and 5 and such other forms (including amendments thereto) as such attorney shall in his or her discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended (the "1933 Act"), Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules and regulations under the 1933 Act and the 1934 Act or any successor laws and regulations;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 144 or Forms 3, 4, or 5, or such other forms described above, and timely file such form with the Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall

contain such terms and conditions as such attorney-in-fact may approve in such attorney-in fact's discretion.

The undersigned agrees that each attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to such attorneys-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and the attorneys-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to the Company or the attorneys-in-fact for purpose of executing, acknowledging, delivering or filing Form 144 or Forms 3, 4, or 5 (including amendments thereto) and agrees to reimburse the Company and the attorneys-in fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action. The undersigned also acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with the 1933 Act or Section 16 of the 1934 Act.

The undersigned hereby grants to each attorney-in-fact full power of substitution or revocation. The validity of the Power of Attorney shall not be affected in any manner by reason of the execution, at any time, of other powers of attorney by the undersigned in favor of persons other than those named herein. The undersigned agrees and represents to those dealing with its attorneys-in-fact herein that this Power of Attorney shall remain in full

force and effect until the undersigned is no longer required to file Forms 144, 3, 4 and 5 with respect to the undersigned's holdings of any transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

WITNESS THE EXECUTION HEREOF, this 7 th day of May, 2003.

Signature: /s/ Geoffrey A. Eisenberg

Printed Name: Geoffrey A. Eisenberg