

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**

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([HTML Version](#) on [secdatabase.com](#))

ISSUER

CATALINA MARKETING CORP/DE

CIK: **883977** | IRS No.: **330499007** | State of Incorporation: **DE** | Fiscal Year End: **0331**
SIC: **7311** Advertising agencies

Mailing Address
200 CARILLON PARKWAY
ST PETERSBURG FL
33716-1242

Business Address
200 CARILLON PARKWAY
ST PETERSBURG FL
33716-1242
7275795000

REPORTING OWNER

KAMIN PETER H

CIK: **937541** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-11008** | Film No.: **05791012**

Mailing Address
TWO INTERNATIONAL PLACE, 40 BRIARCLIFF RD
25TH FLOOR
BOSTON MA 02110

Business Address
LONGMEADOW MA 01106
6179605570

UBBEN JEFFREY W

CIK: **1159187** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-11008** | Film No.: **05791013**

Mailing Address
435 PACIFIC AVENUE,
FOURTH FLOOR
SAN FRANCISCO CA 94133

Business Address
ONE MARITIME PLAZA, SUITE
1400
SAN FRANCISCO CA 94111
4153623700

VA PARTNERS LLC

CIK: **1129787** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-11008** | Film No.: **05791014**

Mailing Address
435 PACIFIC AVENUE
FOURTH FLOOR
SAN FRANCISCO CA 94133

Business Address
435 PACIFIC AVENUE
FOURTH FLOOR
SAN FRANCISCO CA 94133
4153623700

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 VA PARTNERS LLC			2. Issuer Name and Ticker or Trading Symbol CATALINA MARKETING CORP/DE [POS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" 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) 04/28/2005			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
435 PACIFIC AVENUE, FOURTH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SAN FRANCISCO, CA 94133								
(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	04/28/2005		P		100,000	A	\$22.84	6,501,000	I	See footnote (1) (2)

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		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

VA PARTNERS LLC 435 PACIFIC AVENUE FOURTH FLOOR SAN FRANCISCO, CA 94133		X		
UBBEN JEFFREY W 435 PACIFIC AVENUE, FOURTH FLOOR SAN FRANCISCO, CA 94133		X		
KAMIN PETER H TWO INTERNATIONAL PLACE, 25TH FLOOR BOSTON, MA 02110		X		

Explanation of Responses:

1. As General Partner of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P.
2. The reported stock is owned directly by ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. and indirectly by VA Partners, LLC as General Partner of ValueAct Capital Master Fund, L.P. and ValueAct Capital Partners Co-Investors, L.P. Jeffrey W. Ubben, George F. Hamel, Jr., and Peter H. Kamin are Managing Members, Principal Owners and Controlling Persons of VA Partners, LLC. The reporting persons disclaim beneficial ownership except to the extent of their pecuniary interest therein.

Remarks:

Joint Filer Information Name: ValueAct Capital Master Fund, L.P. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: VA Partners, L.L.C. Issuer and Ticker Symbol: Catalina Marketing Corporation (POS) Date of Event Requiring Statement: April 28, 2005 Name: ValueAct Capital Partners Co-Investors, L.P. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: VA Partners, L.L.C. Issuer and Ticker Symbol: Catalina Marketing Corporation (POS) Date of Event Requiring Statement: April 28, 2005 Name: Jeffrey W. Ubben Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: VA Partners, L.L.C. Issuer and Ticker Symbol: Catalina Marketing Corporation (POS) Date of Event Requiring Statement: April 28, 2005 Name: George F. Hamel, Jr. Address: 435 Pacific Avenue, 4th Floor, San Francisco, CA 94133 Designated Filer: VA Partners, L.L.C. Issuer and Ticker Symbol: Catalina Marketing Corporation (POS) Date of Event Requiring Statement: April 28, 2005 Name: Peter H. Kamin Address: Two International Place, 25th Floor, Boston, MA 02110 Designated Filer: VA Partners, L.L.C. Issuer and Ticker Symbol: Catalina Marketing Corporation (POS) Date of Event Requiring Statement: April 28, 2005

Signatures

[VALUEACT CAPITAL MASTER FUND, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER](#) By: [/s/ George F. Hamel, Jr. Managing Member](#) [05/02/2005](#)

[VALUEACT CAPITAL PARTNERS CO-INVESTORS, L.P., BY VA PARTNERS, L.L.C., ITS GENERAL PARTNER](#) By: [/s/ George F. Hamel, Jr. Managing Member](#) [05/02/2005](#)

[VA PARTNERS, L.L.C.](#) By: [/s/ George F. Hamel, Jr. Managing Member](#) [05/02/2005](#)

By: [/s/ Jeffrey W. Ubben](#) [05/02/2005](#)

By: [/s/ George F. Hamel, Jr.](#) [05/02/2005](#)

By: [/s/ Peter H. Kamin](#) [05/02/2005](#)

** 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.