

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-04**

SEC Accession No. **0001127602-11-028796**

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

REPORTING OWNER

EDWARDS BRUCE

CIK: **1239217**

Type: **4** | Act: **34** | File No.: **000-22512** | Film No.: **111185778**

Mailing Address

*C/O WESTMARINE
500 WESTRIDGE DRIVE
WATSONVILLE CA 95076*

ISSUER

WEST MARINE INC

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

Mailing Address

*500 WESTRIDGE DRIVE
WATSONVILLE CA 95076*

Business Address

*500 WESTRIDGE DRIVE
WATSONVILLE CA 95076-4100
8317282700*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

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 EDWARDS BRUCE			2. Issuer Name and Ticker or Trading Symbol WEST MARINE INC [WMAR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/04/2011					
C/O WEST MARINE, 500 WESTRIDGE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ 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	11/04/2011	11/04/2011	M		5,000	A	\$4.5	22,389 ⁽¹⁾	D	
Common Stock	11/04/2011	11/04/2011	S		300	D	\$9.015	22,089	D	
Common Stock	11/04/2011	11/04/2011	S		3,040	D	\$9	19,049	D	
Common Stock	11/07/2011	11/07/2011	M		2,500	A	\$4.5	21,549	D	
Common Stock	11/07/2011	11/07/2011	S		400	D	\$9.13	21,149	D	
Common Stock	11/07/2011	11/07/2011	S		218	D	\$9.12	20,931	D	
Common Stock	11/07/2011	11/07/2011	S		1,882	D	\$9.11	19,049	D	

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)					

Non-qualified Stock Option (Right to Buy)	\$4.5	11/04/2011	11/04/2011	<u>M</u>			5,000	06/02/2009	06/02/2013	Common Stock	5,000	(2)	251,461	D
Non-qualified Stock Option (Right to Buy)	\$4.5	11/07/2011	11/07/2011	<u>M</u>			2,500	06/02/2009	06/02/2013	Common Stock	2,500	(2)	248,961 (3)	D

Explanation of Responses:

1. Includes 8,250 unvested restricted stock units and 698 shares acquired in October 2011 under the West Marine, Inc. Associates Stock Buying Plan.
2. Options granted pursuant to the terms of the West Marine, Inc. Omnibus Equity Incentive Plan.
3. Consists of 49,830 unvested stock options and 199,361 exercisable stock options.

Signatures

/s/ Pamela Fields, attorney-in-fact

** Signature of Reporting Person

11/07/2011

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, as an officer of WEST MARINE, INC. (the "Company"), hereby constitutes and appoints each of Pam Fields, Tom Moran and Linda Kennedy, and each of them signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of West Marine, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder;

(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 Forms 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the United States Securities and Exchange Commission (the "SEC") 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 necessary, desirable or legally required in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited 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 hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in

securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 21st day of May, 2008.

Signature /s/ Bruce Edwards

Print Name Bruce Edwards

WITNESS:

Signature /s/ Joni White

Print Name Joni White