

AVERY CHARLES F JR
 Form 4
 December 15, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 AVERY CHARLES F JR

2. Issuer Name and Ticker or Trading Symbol
 HOME PRODUCTS
 INTERNATIONAL INC [HOMZ]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr. Vice President--Finance

(Last) (First) (Middle)
 C/O HOME PRODUCTS
 INTERNATIONAL, INC., 4501
 WEST 47TH STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/13/2004

CHICAGO, IL 60632
 (City) (State) (Zip)

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

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	(A) or (D)			
Common Stock	12/13/2004		U		9,980	D	\$ 2.25	0	D
Common Stock	12/13/2004		M		9,189	A	(3)	9,189	D
Common Stock	12/13/2004		D		9,189	D	(3)	0	D

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. Amount or Number of Shares
Option	\$ 1.76	12/13/2004		H ⁽¹⁾	25,000	⁽⁴⁾ 05/14/2011	Common Stock	25,000
Option	\$ 1.76	12/13/2004		H ⁽¹⁾	10,000	⁽⁵⁾ 05/14/2011	Common Stock	10,000
Option	\$ 2.65					⁽²⁾ 02/19/2012	Common Stock	10,000
Phantom Stock Units	<u>6</u>	12/13/2004		M	9,189	⁽³⁾ ⁽³⁾	Common Stock	9,189

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AVERY CHARLES F JR C/O HOME PRODUCTS INTERNATIONAL, INC. 4501 WEST 47TH STREET CHICAGO, IL 60632				Sr. Vice President--Finance

Signatures

/s/ Charles F. Avery, Jr. 12/15/2004

**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) The option was cancelled in the tender offer in exchange for payment of an amount in cash equal to the product of (1) the excess of \$2.25 over the per share exercise price of the option, multiplied by (2) the number of shares subject to such option.

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- (2) Options vest in four equal annual installments beginning on February 19, 2003, or upon a change of control.

Issued under the Company's Executive Incentive Plan. Under the Executive Incentive Plan, upon a change of control transaction, which the consummation of the tender offer constitutes, all phantom stock units are converted to cash by multiplying the number of such units

- (3) by the sale price of the common stock on the last business day before the change of control occurs, and the resulting amount is payable in cash upon closing of such change of control transaction. On December 10, 2004, the last business day before the tender offer was consummated, the sale price of the common stock was \$2.29 per share.
- (4) Option is fully vested.
- (5) Options vest in four equal annual installments beginning on May 14, 2002, or upon a change of control.
- (6) 1-for-1

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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