

WINNINGHAM CHARLIE C II

Form 4

January 12, 2005

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 *
WINNINGHAM CHARLIE C II

2. Issuer Name and Ticker or Trading Symbol
BANKATLANTIC BANCORP INC
[BBX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2005

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

1750 E. SUNRISE BLVD.

(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

FT. LAUDERDALE, FL 33304

(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)	Price			
Class A Common Stock	01/10/2005		M	18,340 A	\$ 4.1581	61,043	I	Winningham Trust ⁽²⁾
Class A Common Stock	01/10/2005		M	18,340 A	\$ 5.0857	79,383	I	Winningham Trust ⁽²⁾
Class A Common Stock	01/10/2005		M	6,531 A	\$ 2.8232	85,914	I	Winningham Trust ⁽²⁾
Class A Common	01/10/2005		M	6,531 A	\$ 2.9664	92,445	I	Winningham Trust ⁽²⁾

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Stock

Class A Common Stock	01/10/2005		M	6,531	A	\$ 8.5585	98,976	I	Winningham Trust ⁽²⁾
Class A Common Stock	01/10/2005		M	6,531	A	\$ 7.4103	105,507	I	Winningham Trust ⁽²⁾

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

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(9-02)

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Options to Buy Class A Common Stock	\$ 4.1581	01/10/2005		M	18,340	⁽¹⁾ 05/22/2006	Class A Common Stock	18,340
Options to Buy Class A Common Stock	\$ 5.0857	01/10/2005		M	18,340	⁽¹⁾ 05/01/2007	Class A Common Stock	18,340
Options to Buy Class A Common Stock	\$ 2.8232	01/10/2005		M	6,531	⁽¹⁾ 05/02/2010	Class A Common Stock	6,531
Options to Buy Class A Common Stock	\$ 2.9664	01/10/2005		M	6,531	⁽¹⁾ 01/02/2011	Class A Common Stock	6,531

Options to Buy									
Class A Common Stock	\$ 8.5585	01/10/2005	M	6,531	<u>(1)</u>	03/04/2012	Class A Common Stock	6,531	
Options to Buy									
Class A Common Stock	\$ 7.4103	01/10/2005	M	6,531	<u>(1)</u>	03/31/2013	Class A Common Stock	6,531	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINNINGHAM CHARLIE C II 1750 E. SUNRISE BLVD. FT. LAUDERDALE, FL 33304	X			

Signatures

Charlie C.
Winningham II

01/11/2005

 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) Options are currently exercisable.
- (2) Winningham Trust dated July 6, 1998, Charlie C. Winningham II and Rose Marie Winningham, Co-Trustees

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.