

INTERPOOL INC
Form 4
January 23, 2007

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 *
WITTEVEEN RAOUL J

(Last) (First) (Middle)
GRAVESTRAAT 4, 2242 HX
(Street)

WASSENAAR P7

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERPOOL INC [IPX]

3. Date of Earliest Transaction (Month/Day/Year)
01/19/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)	Price
Common Stock	01/19/2007	01/19/2007	S		400	D	\$ 24.14
Common Stock	01/19/2007	01/19/2006	S		2,100	D	\$ 24.15
Common Stock	01/19/2007	01/19/2007	S		1,600	D	\$ 24.16
Common Stock	01/19/2007	01/18/2007	S		1,400	D	\$ 24.17
Common Stock	01/19/2007	01/19/2007	S		42,300	D	\$ 24.18
	01/19/2007	01/19/2007	S		1,200	D	
							4,228,548

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Common Stock						\$ 24.19		
Common Stock	01/19/2007	01/19/2008	S	9,100	D	\$ 24.2	4,219,448	D
Common Stock	01/19/2007	01/19/2007	S	1,900	D	\$ 24.21	4,217,548	D
Common Stock	01/19/2007	01/19/2007	S	300	D	\$ 24.23	4,217,248	D
Common Stock	01/19/2007	01/19/2007	S	12,100	D	\$ 24.36	4,205,148	D
Common Stock	01/22/2007	01/22/2007	S	1,200	D	\$ 24.1	4,203,948	D
Common Stock	01/22/2007	01/22/2007	S	100	D	\$ 24.11	4,203,848	D
Common Stock	01/22/2007	01/22/2007	S	600	D	\$ 24.15	4,203,248	D
Common Stock	01/22/2007	01/22/2007	S	300	D	\$ 24.17	4,202,948	D
Common Stock	01/22/2007	01/22/2007	S	3,800	D	\$ 24.18	4,199,148	D
Common Stock	01/22/2007	01/22/2007	S	23,717	D	\$ 24.2	4,175,431	D
Common Stock	01/22/2007	01/22/2007	S	700	D	\$ 24.21	4,174,731	D
Common Stock	01/22/2007	01/22/2007	S	100	D	\$ 24.23	4,174,631	D
Common Stock	01/22/2007	01/22/2007	S	1,000	D	\$ 24.24	4,173,631	D
Common Stock	01/22/2007	01/22/2007	S	10,000	D	\$ 24.34	4,163,631	D
Common Stock	01/22/2007	01/22/2007	S	100	D	\$ 24.36	4,163,531	D
Common Stock	01/22/2007	01/22/2007	S	983	D	\$ 24.43	4,162,548	D
Common Stock	01/23/2007	01/23/2007	S	300	D	\$ 24.17	4,162,248	D
Common Stock	01/23/2007	01/23/2007	S	100	D	\$ 24.2	4,162,148	D
Common Stock	01/23/2007	01/23/2007	S	400	D	\$ 24.21	4,161,748	D
	01/23/2007	01/23/2007	S	100	D		4,161,648	D

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Common Stock						\$ 24.24		
Common Stock	01/23/2007	01/23/2007	S	9,600	D	\$ 24.26	4,152,048	D
Common Stock	01/23/2007	01/23/2007	S	300	D	\$ 24.29	4,151,748	D
Common Stock	01/23/2007	01/23/2007	S	100	D	\$ 24.34	4,151,648	D
Common Stock	01/23/2007	01/23/2007	S	100	D	\$ 24.35	4,151,548 ⁽¹⁾	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITTEVEEN RAOUL J GRAVESTRAAT 4 2242 HX WASSENAAR P7		X		

Signatures

/s/ Raoul J.
Witteveen

01/23/2007

__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).

Includes 4,047,049 shares directly held by Mr. Witteveen, 101,210 shares held by an exchange fund as to which Mr. Witteveen retains
(1) certain voting rights, 1,500 shares of which Mr. Witteveen's wife is the record owner, and 1,989 shares representing Mr. Witteveen's interest in shares held by Kingstone Capital Group, LLC, a New Jersey limited liability company.

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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