

AMERICAN BILTRITE INC  
Form 4  
June 02, 2011

**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 \*  
MARCUS ROGER S

(Last) (First) (Middle)

C/O AMERICAN BILTRITE INC., 57 RIVER ST STE 302

(Street)

WELLESLEY HILLS, MA 02481

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AMERICAN BILTRITE INC [ABL]

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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)
				(A) or (D)	Amount		
Common Stock	06/01/2011		M		30,000	A	\$ 6.5 680,520
Common Stock	06/01/2011		F		24,515 (1)	D	\$ 8.92 656,005

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

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SEC 1474  
(9-02)

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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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 6.5	06/01/2011		M	30,000	03/17/2009 <sup>(1)(2)</sup> 03/16/2018	Common 30

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCUS ROGER S C/O AMERICAN BILTRITE INC. 57 RIVER ST STE 302 WELLESLEY HILLS, MA 02481	X	X	Chief Executive Officer	

**Signatures**

Henry W. Winkleman Attorney-in-Fact for Roger S. Marcus  
06/02/2011

\_\_\_\_\_  
\*\*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).  
Reflects 21,861 shares withheld by issuer at the market price of \$8.92 to fund the cashless exercise of 30,000 options. Reflects 2,654 (1) shares withheld by issuer at the market price of \$8.92 to fund employee's payroll taxes due on the cashless exercise of non-qualified stock options.  
The options were granted on March 17, 2008 pursuant to American Biltrite Inc.'s 1993 Stock Award and Incentive Plan, as amended for a (2) period of 10 years expiring on March 16, 2018. The options become exercisable in installments of 10,000 options per year for 5 years beginning on March 17, 2009. As of June 1, 2011, there were 30,000 options exercisable.

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.