

INTERPOOL INC
Form 144
January 24, 2007

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

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO.

INTERPOOL INC..

13-3467669

1(d) ADDRESS OF ISSUER STREET CITY STATE

211 College Road East

Princeton

NJ

2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) SOCIAL SECURITY NO. OR IRS IDENT. NO. (c) RELATIONSHIP TO ISSUER (d) ADDRESS STREET CITY STATE

Witteveen Raoul J

N/A

10% stockholder

Gravestraat 10

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3(a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units To Be Sold (See Instr. 3(c))	(d) Aggregate Market Value (See Instr. 3(d))	(e) Number or Other Units Outstanding (See Instr. 3(e))
Common Stock	Auerbach Grayson & Co. 25 West 45 th Street New York, NY 10036		26,000	\$627,900 ¹	28,490

Common Stock
Auerbach Grayson & Co.
25 West 45th Street
New York, NY 10036

26,000

\$627,900¹

28,490

INSTRUCTIONS:

- Name of issuer
 - Issuer's I.R.S. Identification Number
 - Issuer's S.E.C. file number, if any
 - Issuer's address, including zip code
 - Issuer's telephone number, including area code
- Title of the class of securities to be sold
 - Name and address of each broker through whom the securities are to be sold
 - Number of shares or other units to be sold
 - Aggregate market value of the securities to be sold
 - Number of shares or other units of the class of securities outstanding

Edgar Filing: INTERPOOL INC - Form 144

- | | | | | |
|----|-----|--|-----|---|
| 2. | (a) | Name of person for whose account the securities are to be sold | (f) | Approximate date on which the securities a |
| | (b) | Such person's Social Security or I.R.S. identification number | (g) | Name of each securities exchange, if any, o |
| | (c) | Such person's relationship to the Issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing) | | |
| | (d) | Such person's address, including zip code | | |

¹ Based on the closing price of \$24.15 on January 22, 2007

SEC 1147 (9-93)

TABLE I [SECURITIES TO BE SOLD]

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	D
Common Stock	2000	Shares acquired on the open market	N/A.	26,000	
INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.					

TABLE II [SECURITIES SOLD DURING THE PAST 3 MONTHS]

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
----------------------------	--------------------------	--------------	---------------------------	----------------

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

January 23, 2007
DATE OF NOTICE

/s/ Raoul J. Witteveen
(SIGNATURE)

Edgar Filing: INTERPOOL INC - Form 144

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (9-93)
