

SERENBETZ WARREN L

Form 4

February 04, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SERENBETZ WARREN L

(Last) (First) (Middle)

C/O INTERPOOL INC., 211
COLLEGE ROAD EAST

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/13/2005		S		5,000 D \$ 23.5	923,342	D
Common Stock	01/13/2005		S		5,000 D \$ 23.68	918,342	D
Common Stock	01/14/2005		S		5,000 D \$ 23.65	913,342	D
Common Stock	01/18/2005		S		1,100 D \$ 23.5	912,242	D
Common Stock	01/18/2005		S		600 D \$ 23.55	911,642	D

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Common Stock	01/19/2005	S	900	D	\$ 23.5	910,742	D
Common Stock	01/19/2005	S	2,000	D	\$ 23.5	908,742	D
Common Stock	01/19/2005	S	4,900	D	\$ 23.7	903,842	D
Common Stock	01/19/2005	S	100	D	\$ 23.71	903,742	D
Common Stock	01/19/2005	S	5,000	D	\$ 23.7	898,742	D
Common Stock	01/19/2005	S	5,000	D	\$ 23.7	893,742	D
Common Stock	01/19/2005	S	5,000	D	\$ 23.75	888,742	D
Common Stock	01/19/2005	S	5,000	D	\$ 23.7	883,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.75	898,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.8	873,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.8	868,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.8	863,742	D
Common Stock	01/20/2005	S	5,000	D	\$ 23.8	858,742	D
Common Stock	01/24/2005	S	5,000	D	\$ 23.8	853,742	D
Common Stock	01/24/2005	S	5,000	D	\$ 23.85	848,742	D
Common Stock	01/25/2005	S	2,000	D	\$ 23.9	846,742	D
Common Stock	01/26/2005	S	3,000	D	\$ 24	843,742	D
Common Stock	01/26/2005	S	2,600	D	\$ 24	841,142	D
Common Stock	01/27/2005	S	400	D	\$ 24	840,742	D
Common Stock	01/28/2005	S	2,000	D	\$ 24	838,742	D
	01/28/2005	S	2,400	D	\$ 24	836,342	D

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Common
Stock

Common Stock	01/31/2005	S	600	D	\$ 24	835,742	D
Common Stock	01/31/2005	S	2,400	D	\$ 24	833,342	D
Common Stock	02/02/2005	S	2,600	D	\$ 24	830,742	D
Common Stock	02/02/2005	S	2,400	D	\$ 24	828,342	D

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
SERENBETZ WARREN L C/O INTERPOOL INC. 211 COLLEGE ROAD EAST PRINCETON, NJ 08540	X

Signatures

Warren L.
Serenbetz

02/03/2005

__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).

Remarks:

First Form 4 of 2 filed for Reporting Owner 0001037539 on 02/03/2005

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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