# SEC Form 4

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# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number:	3235-0287								
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hours ner resnonse.	05								

		on <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol ZAPATA CORP [ZAP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					Director	Х	10% Owner		
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2009		Officer (give title below)		Other (specify below)		
,			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group F	-iling (	Check Applicable		
(Street) ROCHESTER				Line)	<ul> <li>Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>				
(City)	(State)	(Zip)			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)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock <sup>(1)(2)</sup>	06/17/2009		S		9,813,112	D	\$7.5	28,052	D	
Common Stock <sup>(3)</sup>	06/17/2009		S		28,052	D	\$7.5	0	D	

### 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. Transa Code ( 8)		of Deriv Secur Acqu (A) or Dispo of (D)	Derivative (Month/Day/Year) Securities Acquired A) or Disposed of (D) Instr. 3, 4		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

1. The Malcolm I. Glazer Family Limited Partnership ("MIGFLP") owns beneficially and of record the common stock. Malcolm I. Glazer GP, Inc. ("MIG GP") is the sole general partner of MIGFLP. The Malcolm Glazer Revocable Trust U/A/D dated February 24, 1997, as amended ("MIG Trust"), is the owner of 100% of the common stock of MIG GP. The MIG Trust is the sole limited partner of MIGFLP. Malcolm Glazer is the sole beneficiary of the MIG Trust.

2. The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose

3. The shares of common stock will be sold in accordance with the terms and conditions of a certain Share Purchase Agreement, dated June 17, 2009. Pursuant to the terms of the Share Purchase Agreement, the Reporting Person has irrevocably agreed to sell his shares of common stock promptly after the completion of the Annual Meeting of Shareholders of Zapata Corporation, currently scheduled to occur on or about July 7, 2009.

/s/ Malcolm I. Glazer, by Linda 06/18/2009

Glazer as attorney-in-fact

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.