

Milligan James R  
 Form 3  
 February 02, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *<br>Â Milligan James R<br>(Last) (First) (Middle)<br><br>C/O QUADRAMED CORPORATION, Â 12110 SUNSET HILLS ROAD, SUITE 600<br>(Street)<br><br>RESTON, Â VA Â 20190<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>08/11/2005 | 3. Issuer Name and Ticker or Trading Symbol<br>QUADRAMED CORP [QD] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>SVP-Enterp. Mktg & Gov't Prgms | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 19,450   | D   | Â  |
| Common Stock                       | 2,500  | I   | By spouse  |

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Milligan James R - Form 3

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Employee Stock Option<br>(right to buy)       | Â (1)  | 10/08/2011         | Common<br>Stock  | 15,000                           | \$ 5.15  | D  | Â   |
| Employee Stock Option<br>(right to buy)       | Â (1)  | 02/20/2013         | Common<br>Stock  | 10,900                           | \$ 1.14  | D  | Â   |
| Employee Stock Option<br>(right to buy)       | Â (1)  | 04/01/2014         | Common<br>Stock  | 10,000                           | \$ 3.09  | D  | Â   |
| Employee Stock Option<br>(right to buy)       | Â (1)  | 05/25/2015         | Common<br>Stock  | 20,000                           | \$ 1.54  | D  | Â   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer

Other

Milligan James R  
C/O QUADRAMED CORPORATION  
12110 SUNSET HILLS ROAD, SUITE 600  
RESTON, VA 20190

Â      Â      Â SVP-Enterp. Mktg & Gov't Prgms      Â

## Signatures

/s/ James R.  
Milligan

02/02/2006

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The options vest in accordance with the terms of the 1999 Supplemental Stock Option Plan and 2004 Stock Compensation Plan; 25% vest on the first anniversary of the grant, with the remaining 75% vesting pro rata over the next thirty-six months.

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.