

ENDOCARE INC  
Form 4  
April 09, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**GOLDSMITH DAVID L**

(Last) (First) (Middle)

**C/O ENDOCARE, INC., 201  
TECHNOLOGY DRIVE**

(Street)

**IRVINE, CA 92618**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ENDOCARE INC [ENDO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/07/2008**

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Expiration	Title	Amount or Number of Shares	
			Code	V	(A)	(D)	Exercisable	Date		
Deferred Stock Units <sup>(1)</sup>	<u>(2)</u>	04/07/2008	A		2,274.53		<u>(3)</u>	<u>(3)</u>	Common Stock	2,274.53

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH DAVID L C/O ENDOCARE, INC. 201 TECHNOLOGY DRIVE IRVINE, CA 92618	X			

## Signatures

/s/ Clint B. Davis, as  
attorney-in-fact

04/09/2008

  \*\*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).

- Granted under the Company's Non-Employee Director Deferred Stock Unit Program (the "Director DSU Program"). The deferred stock
- (1) units (DSUs) covered by this Form 4 represent director fees earned during the quarter ended March 31, 2008, which Mr. Goldsmith elected to receive in the form of DSUs instead of cash.
  - (2) Each DSU reflects the right to receive one share of common stock in the future, subject to the terms and conditions of the Director DSU Program.
  - (3) The DSU "payout date" is as soon as administratively practicable following Mr. Goldsmith's separation from service (but in no event earlier than December 31, 2009).
  - (4) Not applicable.

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.