**Davis Clint** Form 4 July 29, 2009

# 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

**OMB** 

Number:

**OMB APPROVAL** 

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Form 5 obligations may continue. See Instruction 1(b).

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 \* **Davis Clint** 

2. Issuer Name and Ticker or Trading Symbol

07/27/2009

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

**ENDOCARE INC [ENDO]** 

(Check all applicable)

(First)

(Street)

(Middle)

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

Director Officer (give title

10% Owner \_\_X\_\_ Other (specify

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below)

Former General Counsel 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

IRVINE, CA 92618

(City)	(State) (Z	Zip) Table	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. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			of	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	_				
Stock (1)	07/27/2009		M	40,000	A	<u>(1)</u>	65,744	D				
Common Stock	07/27/2009		F	14,300	D	<u>(2)</u>	51,444	D				
Common Stock (3)	07/27/2009		M	6,156	A	<u>(3)</u>	57,600	D				
Common Stock	07/27/2009		F	1,827	D	<u>(2)</u>	55,773	D				
Common Stock	07/27/2009		U	55,773	D	<u>(4)</u>	0	D				

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock unit	(1)	07/27/2009		M	40,000	<u>(1)</u>	<u>(1)</u>	Common Stock	40,000	
Deferred stock unit	( <u>3)</u>	07/27/2009		M	6,156	(3)	(3)	Common Stock	6,156	

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**Davis Clint** 

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IRVINE, CA 92618

Former General Counsel

### **Signatures**

/s/ Clint B. 07/29/2009 Davis

\*\*Signature of Date

Reporting Person

# **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).
- (1) Reflects shares that became issuable as a result of the acceleration of the "payout date" of restricted stock units pursuant to the Agreement and Plan of Merger by and among Endocare, Inc., HealthTronics, Inc. and HT Acquisition, Inc. (the "Merger Agreement").
- (2) Reflects shares withheld to cover taxes.
- (3) Reflects shares that became issuable as a result of the acceleration of the "payout date" of deferred stock units pursuant to the Merger Agreement.

Reporting Owners 2

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(4) The per share price at which the shares were sold is approximately 0.7548 of a share of HealthTronics Common Stock and approximately \$0.04 in cash.

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