

ENDOCARE INC
Form 4
July 22, 2008

FORM 4

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

OMB APPROVAL

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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 *
ANDREEFF DANE

(Last) (First) (Middle)

C/O ANDREEFF EQUITY ADVISORS LLC, 140 E. ST. LUCIA LANE

(Street)

SANTA ROSA BEACH, FL 32459

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/18/2008

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/18/2008		S	1,275 D \$ 3.9116	1,314,735 <u>(1)</u>	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock	07/18/2008		S	4,000 D \$ 3.9116	1,310,735 <u>(2)</u>	I <u>(2)</u>	See footnote <u>(2)</u>

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

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number.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDREEFF DANE C/O ANDREEFF EQUITY ADVISORS LLC 140 E. ST. LUCIA LANE SANTA ROSA BEACH, FL 32459		X		

Signatures

/s/ Dane
Andreeff

07/22/2008

**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).
- (1) This transaction was made by a fund that is not, itself, a 10% owner of the issuer's securities. As the managing member of the fund's general partner, Dane Andreeff is reporting this transaction because he may be deemed an indirect beneficial owner of 10% or more of the issuer's securities, in the aggregate. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) This transaction was made by a fund that is not, itself, a 10% owner of the issuer's securities. As a Director of the fund, Dane Andreeff, is reporting this transaction because he may be deemed an indirect beneficial owner of 10% or more of the issuer's securities, in the aggregate. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.