

DIGIRAD CORP  
Form 4  
February 03, 2017

**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 \*  
Shirley Martin B

(Last) (First) (Middle)  
1048 INDUSTRIAL COURT  
(Street)

SUWANEE, GA 30024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DIGIRAD CORP [DRAD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
President - DIS

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/01/2017                           |  | M                              | 4,155 A (1) (2)   | 11,546  | D  |                                   |
| Common Stock (3)                | 02/01/2017                           |  | F                              | 1,357 D \$ 4.95   | 10,189  | D  |                                   |
| Common Stock                    | 02/01/2017                           |  | M                              | 2,239 A (1) (2)   | 12,428  | D  |                                   |
| Common Stock (3)                | 02/01/2017                           |  | F                              | 731 D \$ 4.95   | 11,697  | D  |                                   |

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

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(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 (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. Pr Deriv Secur (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
| Restricted Stock Unit                      | <u>(1)</u> <u>(2)</u>                                  | 02/01/2017                           |  | M                              | 4,155   | <u>(4)</u>   | <u>(4)</u>  | Common Stock                       | 4,155                      |
| Restricted Stock Unit                      | <u>(1)</u> <u>(2)</u>                                  | 02/01/2017                           |  | M                              | 2,239   | <u>(5)</u>   | <u>(5)</u>  | Common Stock                       | 2,239                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Shirley Martin B<br>1048 INDUSTRIAL COURT<br>SUWANEE, GA 30024 |               |           | President - DIS |       |

## Signatures

/s/ Jeffrey R. Keyes, as  
Attorney-in-fact

02/03/2017

\_\_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) Each Restricted Stock Unit represents the right to receive, at settlement, one share of common stock.
- (2) This transaction represents the settlement of Restricted Stock Units in shares of common stock on their scheduled vesting date.
- (3) Shares withheld by Registrant to satisfy the minimum statutory tax withholding requirements on vesting of Restricted Stock Units. No shares were sold.
- (4) On February 1, 2015 the reporting person was granted 16,620 Restricted Stock Units. As to this grant, 25% of the Restricted Stock Units fully vested on February 1, 2016, 25% of the Restricted Stock Units fully vested on February 1, 2017 and the remaining Restricted Stock

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Units vest as to 25% of the units on each of February 1, 2018 and February 1, 2019, with vesting of 50% of each such Restricted Stock Unit tranche subject to the satisfaction of certain performance criteria to be determined and approved by the Compensation Committee with respect to each such period.

- (5) On February 1, 2016 the reporting person was granted 8,958 Restricted Stock Units. As to this grant, 25% of the Restricted Stock Units fully vested on February 1, 2017 and the remaining Restricted Stock Units vest as to 25% of the units on each of February 1, 2018, February 1, 2019 and February 1, 2020, with vesting of 50% of each such Restricted Stock Unit tranche subject to the satisfaction of certain performance criteria to be determined and approved by the Compensation Committee with respect to each such period.

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.