

GOAD FRED C JR
Form 4
April 07, 2009

FORM 4

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

OMB APPROVAL

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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 *
GOAD FRED C JR

(Last) (First) (Middle)

1200 CORPORATE DRIVE, SUITE 200

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMAGEON INC [EMAG]

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2009

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 Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
COMMON STOCK	04/02/2009		D	V	2,000	D	0	D	

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)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.52	04/02/2009		D	2,909	<u>(2)</u> 12/01/2014	Common Stock	2,909
Non-Employee Stock Option (Right to Buy)	\$ 14.9	04/02/2009		D	2,000	<u>(2)</u> 02/13/2015	Common Stock	2,000
Non-Employee Stock Option (Right to Buy)	\$ 13.55	04/02/2009		D	7,500	<u>(2)</u> 05/25/2016	Common Stock	7,500
Non-Employee Stock Option (Right to Buy)	\$ 7.93	04/02/2009		D	7,500	<u>(2)</u> 05/25/2017	Common Stock	7,500
Non-Employee Stock Option (Right to Buy)	\$ 1.86	04/02/2009		D	7,500	<u>(2)</u> 06/23/2018	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOAD FRED C JR 1200 CORPORATE DRIVE, SUITE 200 BIRMINGHAM, AL 35242	X			

Signatures

/s/ W. Todd Carlisle Attorney-in-Fact for Fred C. Goad, Jr. 04/03/2009

**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) Acquired by AMICAS Acquisition Corp. ("Purchaser") upon the expiration of its offer to purchase all outstanding shares of the issuer's common stock at a cash purchase price per share of \$1.82 pursuant to the Agreement and Plan of Merger, dated as of February 23, 2009,

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by and among Emageon Inc., AMICAS, Inc. and Purchaser, a wholly owned subsidiary of AMICAS, Inc. (the "Merger Agreement").

- (2) Disposed of pursuant to the Merger Agreement whereby each option to purchase shares of the issuer's common stock was cancelled and converted automatically into the right to receive a cash payment equal to the excess, if any, of \$1.82 over the applicable option exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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