Jett Charles A JR Form 4 April 07, 2009

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** 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 \*

2. Issuer Name and Ticker or Trading

Issuer

Jett Charles A JR

Symbol EMAGEON INC [EMAG]

(Check all applicable)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner

1200 CORPORATE DRIVE, SUITE

04/02/2009

(Month/Day/Year)

X\_ Officer (give title Other (specify

200

(City)

below) President and CEO

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BIRMINGHAM, AL 35242

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect (Instr. 3) Code (D) Beneficially Form: Direct Beneficial Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4)

Amount (D) Price

**COMMON STOCK** 

04/02/2009

D 64,620 D <u>(1)</u> 0

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Jett Charles A JR - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer<br>Expiration D<br>(Month/Day, | Pate               | 7. Title and A Underlying S (Instr. 3 and | Securities                 |
|---|---|--------------------------------------|---|--|---|---|--------------------|---|----------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable                         | Expiration<br>Date | Title                                     | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 4.7  | 04/02/2009                           |   | D                                      | 148,187   | (2)   | 07/01/2010         | Common<br>Stock                           | 148,18                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 4.7  | 04/02/2009                           |   | D                                      | 57,152  | <u>(2)</u>                                  | 10/30/2010         | Common<br>Stock                           | 57,152                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 1.73   | 04/02/2009                           |   | D                                      | 78,000  | <u>(2)</u>                                  | 12/14/2011         | Common<br>Stock                           | 78,000                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 4.7  | 04/02/2009                           |   | D                                      | 9,538   | <u>(2)</u>                                  | 01/28/2013         | Common<br>Stock                           | 9,538                      |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 5.52   | 04/02/2009                           |   | D                                      | 54,483  | <u>(2)</u>                                  | 02/11/2014         | Common<br>Stock                           | 54,483                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 7.17   | 04/02/2009                           |   | D                                      | 61,641  | (2)   | 01/07/2015         | Common<br>Stock                           | 61,641                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 12.72  | 04/02/2009                           |   | D                                      | 100,000   | <u>(2)</u>                                  | 11/01/2015         | Common<br>Stock                           | 100,00                     |
| Employee<br>Stock<br>Option                         | \$ 16.56  | 04/02/2009                           |   | D                                      | 89,562  | (2)   | 04/03/2016         | Common<br>Stock                           | 89,562                     |

| (Right to Buy)                                   |          |            |   |        |     |            |                   |
|--|----------|------------|---|--------|-----|------------|-------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.46 | 04/02/2009 | D | 76,331 | (2) | 02/25/2017 | nmon<br>ock 76,33 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 2.52  | 04/02/2009 | D | 72,558 | (2) | 02/22/2018 | nmon<br>ock 72,55 |
| Restricted<br>Stock Unit                         | \$ 0     | 04/02/2009 | D | 10,622 | (3) | 04/03/7016 | nmon<br>ock 10,62 |
| Restricted<br>Stock Unit                         | \$ 0     | 04/02/2009 | D | 25,000 | (3) | 07/77/7018 | nmon<br>ock 25,00 |

# **Reporting Owners**

| Reporting Owner Name / Address | Keiationsinps |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |

Jett Charles A JR

1200 CORPORATE DRIVE, SUITE 200 President and CEO

BIRMINGHAM, AL 35242

### **Signatures**

/s/ W. Todd Carlisle Attorney-in-Fact for Charles A.

Jett, 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).
- 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, by and among Emageon Inc., AMICAS, Inc. and Purchaser, a wholly owned subsidiary of AMICAS, Inc. (the "Merger Agreement").
- 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.
- Disposed of pursuant to the Merger Agreement whereby each restricted stock unit award with respect to the issuer's common stock was cancelled and converted automatically into the right to receive a cash payment equal to the merger consideration of \$1.82 multiplied by the maximum number of shares subject to such award plus accrued dividend equivalents.

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.

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