

I TRAX INC
Form 4
May 02, 2008

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN FRANK A

(Last) (First) (Middle)

**C/O I TRAX INC, 4 HILLMAN
DRIVE, SUITE 130**

(Street)

CHADDS FORD,, PA 19317

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

I TRAX INC [DMX]

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

04/30/2008

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)

Chairman

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)
Common Stock	04/30/2008		U	830,707	A \$ 5.4	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
information contained in this form are not
required to respond unless the form
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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Option - right to buy	\$ 1.51	04/30/2008		D	100,000	(1) 05/08/2013	Common Stock	100,000
Option - right to buy	\$ 2.75	04/30/2008		D	70,000	(1) 04/09/2011	Common Stock	70,000
Option - right to buy	\$ 3	04/30/2008		D	1,750	(1) 12/22/2012	Common Stock	1,750
Option - right to buy	\$ 3.09	04/30/2008		D	106,250	(1) 08/08/2016	Common Stock	106,250
Warrant - right to buy	\$ 1.8	04/30/2008		D	276,111	(2) 05/08/2008	Common Stock	276,111

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN FRANK A C/O I TRAX INC 4 HILLMAN DRIVE, SUITE 130 CHADDS FORD,, PA 19317	X		Chairman	

Signatures

/s/ Frank A.
Martin

05/02/2008

**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) These options were canceled pursuant to the Agreement and Plan of Merger, dated March 14, 2008 ("Merger Agreement"), among Walgreen Co. ("Walgreens"), Putter Acquisition Sub, Inc. and I-trax, Inc. ("I-trax"), in exchange for a cash payment of \$824,137.50 representing the difference between the exercise price of the option and the price paid per share of I-trax common stock by Walgreens in the merger.

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- (2) This warrant was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$993,999.60 representing the difference between the exercise price of the warrant and the price paid per share of I-trax common stock by Walgreens in the merger.

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.