

CRITICARE SYSTEMS INC /DE/  
Form 15-12G  
April 11, 2008

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER  
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **0053-9218**

**Criticare Systems, Inc.**

(Exact name of registrant as specified in its charter)

**20925 Crossroad Circle, Suite 100, Waukesha, Wisconsin, 53186 (262) 798-8282**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Stock, \$0.04 par value**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

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|                      |                                     |                      |                          |
|----------------------|-------------------------------------|----------------------|--------------------------|
| Rule 12g-4(a)(1)(i)  | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i)  | <input type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/>            | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i)  | <input type="checkbox"/>            | Rule 12h-3(b)(2)(i)  | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/>            | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
|                      |                                     | Rule 15d-6           | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: **1**.

Pursuant to the requirements of the Securities Exchange Act of 1934, Criticare Systems, Inc has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

**CRITICARE SYSTEMS, INC.**

Date: **April 11, 2008**

By:

/s/ Joel Knudson

**Joel Knudson**

**Vice President - Finance**

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069 (12-04)

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