

VITAL SIGNS INC
Form 4
November 03, 2008

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 *
DONNELLY HOWARD W

(Last) (First) (Middle)

**C/O VITAL SIGNS, INC, 20
CAMPUS ROAD**

(Street)

TOTOWA, NJ 07512

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VITAL SIGNS INC [VITL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2008

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 displays a currently valid OMB control number.

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|---|------------------------------------|------------------|------------------|---|-----|-------|---------------------|--------------------|-----------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Options (right to buy) | \$ 39.66 | 10/30/2008 | D ⁽¹⁾ | | | 2,750 | ⁽²⁾ | 05/09/2015 | Common Stock | 2,750 |
| Common Stock Options (right to buy) | \$ 49.98 | 10/30/2008 | D ⁽¹⁾ | | | 6,000 | ⁽³⁾ | 07/05/2016 | Common Stock | 6,000 |
| Common Stock Options (right to buy) | \$ 52.11 | 10/30/2008 | D ⁽¹⁾ | | | 6,000 | ⁽⁴⁾ | 02/01/2017 | Common Stock | 6,000 |
| Common Stock Options (right to buy) | \$ 52.56 | 10/30/2008 | D ⁽¹⁾ | | | 6,000 | ⁽⁵⁾ | 05/08/2018 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DONNELLY HOWARD W C/O VITAL SIGNS, INC 20 CAMPUS ROAD TOTOWA, NJ 07512 | | X | | |

Signatures

/s/ Howard W. Donnelly, By: Laura R. Kuntz, Esq.,
Attorney-in-Fact

10/30/2008

**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).

- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated July 23, 2008 by and among General Electric Company, Tonic Acquisition Corp and Vital Signs, Inc. (the "Company"), at the Effective Time (as defined in the Merger Agreement), each
- (1) outstanding option to purchase the Company's common stock ("Company Stock Option"), whether or not then vested or exercisable, was cancelled and terminated and converted into the right to receive an amount of cash equal to the excess of \$74.50, without interest (the "Merger Consideration"), over the exercise price of such Company Stock Option, multiplied by the number of shares of common stock covered by such Company Stock Option less applicable taxes required to be withheld.
 - (2) 50 percent of the options are exercisable immediately and an additional 25 percent of the options are exercisable on each of the first and second anniversary of the grant.
 - (3) These options vest in 25 percent installments beginning one year from the date of grant.
 - (4) These options vest in four equal annual installments beginning one year from the date of grant.
 - (5) These options vest in four equal annual installments starting on May 8, 2009.

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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