

KIRK SCOTT H MD
Form 4
May 06, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK SCOTT H MD

2. Issuer Name and Ticker or Trading Symbol
NOVAMED INC [NOVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O KIRK EYE CENTER, 7427 LAKE STREET

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RIVER FOREST, IL 60305

(City) (State) (Zip)

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) | Price | | |
| Common Stock | 05/04/2011 | | D | 44,864 (4) | \$ 13.25 0 (5) | D | |
| Common Stock | 05/04/2011 | | D | 142,814 | \$ 13.25 0 (5) | I | See Footnote 1 (1) |
| Common Stock | 05/04/2011 | | D | 220,886 | \$ 13.25 0 (5) | I | See Footnote 2 (2) |

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

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(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 (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) | 8. Price or Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 8.25 | | | | | (3) | 02/18/2019 | Common Stock | 6,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KIRK SCOTT H MD C/O KIRK EYE CENTER 7427 LAKE STREET RIVER FOREST, IL 60305 | X | | | |

Signatures

/s/ John W. Lawrence, Jr. by Power of Attorney
Date: 05/06/2011

**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) Represents shares of common stock held by Kirk Eye Center, S.C., of which Dr. Kirk is a shareholder. Dr. Kirk disclaims beneficial ownership of these shares, except to the extent of his proportionate pecuniary interest therein.
- (2) Represents shares of common stock held by Scott Kirk Family LLC. Dr. Kirk is the manager and a member of the LLC. Dr. Kirk disclaims beneficial ownership of these shares, except to the extent of his proportionate pecuniary interest therein.

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- Subject to certain restrictions, 2,500 of these options vested on 8/18/09 with the remainder vesting approximately 417 per month starting on 9/18/09. This option was canceled in the merger in exchange for a cash payment of \$33,000.00, representing the difference between the exercise price of the option and \$13.25 per share.
- (3) on 9/18/09. This option was canceled in the merger in exchange for a cash payment of \$33,000.00, representing the difference between the exercise price of the option and \$13.25 per share.
 - (4) This share total and the other share figures reported on this Form 4 have been adjusted to reflect the Issuer's one-for-three reverse stock split which was effective on June 1, 2010.
 - (5) Disposed of pursuant to merger agreement between Issuer and Surgery Center Holdings, Inc. for \$13.25 per share in cash on the effective date of 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.

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