

ENGLISH LAWRENCE P
Form 4
June 08, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
ENGLISH LAWRENCE P

(Last) (First) (Middle)

675 LONGBOAT CLUB ROAD,
SUITE #29B

(Street)

LONGBOAT KEY, FL 34228

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUADRAMED CORP [QDHC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2009

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)	Amount		
				Code	V		Price

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

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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)

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 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 Number Shares
Stock Option (right to buy)	\$ 7.1	06/04/2009 ⁽¹⁾	A	2,400					⁽²⁾	06/04/2019	Common Stock	2,400
Non-Qualified Stock Option (right to buy)	\$ 12.5								⁽⁴⁾	06/12/2010	Common Stock	200,000
Non-Qualified Stock Option (right to buy)	\$ 44.35								⁽⁴⁾	02/19/2012	Common Stock	22,000
Non-Qualified Stock Option (right to buy)	\$ 12.5								⁽⁴⁾	12/30/2013	Common Stock	165,000
Stock Option (right to buy)	\$ 11.5								⁽⁵⁾	05/10/2016	Common Stock	2,400
Stock Option (right to buy)	\$ 15.95								⁽⁵⁾	06/07/2017	Common Stock	2,400
Stock Option (right to buy)	\$ 10.3								⁽⁵⁾	06/05/2018	Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLISH LAWRENCE P 675 LONGBOAT CLUB ROAD, SUITE #29B LONGBOAT KEY, FL 34228	X			

Signatures

/s/ Lawrence P. English 06/08/2009

**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).
- (1) The options were granted in connection with the QuadraMed Corporation 2009 Annual Meeting of Stockholders on June 4, 2009.
- (2)

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The options vest in accordance with the terms of the Non-Employee Director Option Grant Program of the 2009 Stock Compensation Plan, vesting pro rata over the next 12 months of service.

- (3) Mr. English was awarded the options in connection with his ongoing service as a non-employee director.
- (4) The options were granted under the 1996 Stock Incentive Plan and vested as follows: (i) 25% of the options vested on the first anniversary of the grant date and (ii) the remaining 75% of the options vested in a series of thirty-six (36) equal monthly installments upon Mr. English's completion of each month of service with the Company after the first anniversary of the grant date.
- (5) The options vested in accordance with the terms of the Non-Employee Director Option Grant Program of the 2004 Stock Compensation Plan, vesting pro rata over the 12 months of service following the date of grant.

Remarks:

On June 13, 2008, the Company effected a one-for-five reverse split of its common stock (the "Reverse Split"), as reported in

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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