

GOAD FRED C JR

Form 4

April 07, 2009

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOAD FRED C JR

(Last) (First) (Middle)

1200 CORPORATE DRIVE, SUITE  
200

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
EMAGEON INC [EMAG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/02/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	04/02/2009		D		2,000	D	<u>11</u> 0

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)**

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Share		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 5.52	04/02/2009		D		2,909		<u>(2)</u>	12/01/2014	Common Stock	2,909
Non-Employee Stock Option (Right to Buy)	\$ 14.9	04/02/2009		D		2,000		<u>(2)</u>	02/13/2015	Common Stock	2,000
Non-Employee Stock Option (Right to Buy)	\$ 13.55	04/02/2009		D		7,500		<u>(2)</u>	05/25/2016	Common Stock	7,500
Non-Employee Stock Option (Right to Buy)	\$ 7.93	04/02/2009		D		7,500		<u>(2)</u>	05/25/2017	Common Stock	7,500
Non-Employee Stock Option (Right to Buy)	\$ 1.86	04/02/2009		D		7,500		<u>(2)</u>	06/23/2018	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOAD FRED C JR 1200 CORPORATE DRIVE, SUITE 200 BIRMINGHAM, AL 35242	X

## Signatures

/s/ W. Todd Carlisle Attorney-in-Fact for Fred C.  
Goad, Jr. 04/03/2009

\_\_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) Acquired by AMICAS Acquisition Corp. ("Purchaser") upon the expiration of its offer to purchase all outstanding shares of the issuer's common stock at a cash purchase price per share of \$1.82 pursuant to the Agreement and Plan of Merger, dated as of February 23, 2009,

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by and among Emageon Inc., AMICAS, Inc. and Purchaser, a wholly owned subsidiary of AMICAS, Inc. (the "Merger Agreement").

- (2) Disposed of pursuant to the Merger Agreement whereby each option to purchase shares of the issuer's common stock was cancelled and converted automatically into the right to receive a cash payment equal to the excess, if any, of \$1.82 over the applicable option exercise price.

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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