

COMPEX TECHNOLOGIES INC
Form 4
March 02, 2006

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 *
GOODPASTER GARY M

2. Issuer Name and Ticker or Trading Symbol
COMPEX TECHNOLOGIES INC
[CMPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1811 OLD HIGHWAY 8
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. Sales Operations

NEW BRIGHTON, MN 55112
(City) (State) (Zip)

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

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) | Amount (D) Price (2) | | |
| Common Stock | 02/24/2006 | | D | (1) | 10,664 \$ 0 | D | |

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 3.5 | 02/24/2006 | | D | 1,250 | 08/25/2000 02/24/2006 ⁽³⁾ | Common Stock | 1,500 |
| Employee Stock Option (Right to Buy) | \$ 2.5 | 02/24/2006 | | D | 5,000 | 10/25/2001 02/24/2006 ⁽³⁾ | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) | \$ 2.39 | 02/24/2006 | | D | 11,250 | 09/21/2002 02/24/2006 ⁽³⁾ | Common Stock | 11,250 |
| Employee Stock Option (Right to Buy) | \$ 3.501 | 02/24/2006 | | D | 15,000 | 09/05/2003 02/24/2006 ⁽³⁾ | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 6.61 | 02/24/2006 | | D | 40,000 | 09/01/2004 02/24/2006 ⁽³⁾ | Common Stock | 40,000 |
| Employee Stock Option (Right to Buy) | \$ 6.15 | 02/24/2006 | | D | 10,000 | 06/02/2005 02/24/2006 ⁽³⁾ | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

GOODPASTER GARY M
1811 OLD HIGHWAY 8
NEW BRIGHTON, MN 55112

V.P. Sales Operations

Signatures

Gary M.
Goodpaster 03/02/2006
 Date
 **Signature of Date
 Reporting Person

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) Includes 4,170 shares received in 2004, 2005 and 2006 under the Company's Employee Stock Purchase Plan.
- (2) Disposed of pursuant to merger agreement between issuer and Encore Medical Corporation in exchange for 14,935 shares of Encore common stock.

These options were assumed by Encore in the merger and replaced with options to purchase the number of shares of Encore common
- (3) stock equal to the number of shares of Compex common stock they represent multiplied by 1.40056, and at a price per Encore share equal to their original exercise price divided by 1.40056. All options became fully exercisable on the 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.