

KIRK SCOTT H MD
Form 4
August 07, 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

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)
08/05/2009

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)

RIVER FOREST, IL 60305

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 08/05/2009 | | S | D | 2,800 | \$ 4.6014 | 120,197 ⁽⁸⁾ | D |
| | | | | | | <u>(10)</u> | | |
| Common Stock | 08/05/2009 | | S | D | 7,800 | \$ 4.6147 | 613,435 | I |
| | | | | | | <u>(11)</u> | | See Footnote 1 <u>(1)</u> |
| Common Stock | | | | | | | 695,360 | I |
| | | | | | | | | See Footnote 2 <u>(2)</u> |

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 (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 Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 0.83 | | | | | <u>(3)</u> | 05/23/2012 | Common Stock | 100,000 |
| Stock Option (right to buy) | \$ 4.45 | | | | | <u>(4)</u> | 03/16/2014 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 5.96 | | | | | <u>(5)</u> | 06/16/2015 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 6.87 | | | | | <u>(6)</u> | 06/20/2016 | Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 7.35 | | | | | <u>(7)</u> | 02/21/2017 | Common Stock | 12,000 |
| Stock Option (right to buy) | \$ 2.75 | | | | | <u>(9)</u> | 02/18/2019 | Common Stock | 20,000 |

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

08/06/2009

__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) 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.
- (3) Subject to certain restrictions, 12,500 of these options vested on 11/23/02 with the remainder vesting 2,083 per month starting on 12/23/02.
- (4) Subject to certain restrictions, 3,125 of these options vested on 9/16/04 with the remainder vesting 520 per month starting on 10/16/04.
- (5) Subject to certain restrictions, 1,875 of these options vested on 12/17/05, with the remainder vesting 312 per month starting on 1/17/06.
- (6) Subject to certain restrictions, 1,875 of these options vested on 12/20/06 with the remainder vesting 312 per month starting on 1/20/07.
- (7) Subject to certain restrictions, 1,500 of these options vested on 8/21/07 with the remainder vesting 250 per month starting 9/21/07.
- (8) Includes 11,750 restricted shares of common stock.
- (9) Subject to certain restrictions, 2,500 of these options will vest on 8/18/09 with the remainder vesting approximately 417 per month starting on 9/18/09.

These shares were sold in multiple transactions ranging from \$4.6 to \$4.62, inclusive. The reporting person undertakes to provide to (10) NovaMed, Inc., any security holder of NovaMed, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price in the foregoing range.

These shares were sold in multiple transactions ranging from \$4.6 to \$4.63, inclusive. The reporting person undertakes to provide to (11) NovaMed, Inc., any security holder of NovaMed, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price in the foregoing range.

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.