

GOODWIN KEVIN M

Form 4/A

April 16, 2012

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOODWIN KEVIN M

(Last) (First) (Middle)

21919 30TH DR SE

(Street)

BOTHELL, WA 98021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
SONOSITE INC [SONO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/21/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/27/2012

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/21/2011                              |                                                             | F                                    | 15,763                                                                  | D \$ 40.625                                                                                                        | 52,035                                                                  | D                                                                 |
| Common<br>Stock                       | 02/15/2012                              |                                                             | U                                    | 52,035                                                                  | D \$ 54                                                                                                            | 0                                                                       | D                                                                 |
| Common<br>Stock                       | 02/15/2012                              |                                                             | U                                    | 40,000<br>(1)                                                           | D \$ 54                                                                                                            | 0                                                                       | D                                                                 |

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

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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>Number<br>Shares                               |
| Non-Qualified<br>Stock Options                      | \$ 16.025                                                          | 02/15/2012                              |                                                             | D                                    | 31,059                                                                                                    | <u>(2)</u> 04/29/2013                                          | Common<br>Stock 31                                             |
| Non-Qualified<br>Stock Options                      | \$ 40.58                                                           | 02/15/2012                              |                                                             | D                                    | 60,000                                                                                                    | <u>(2)</u> 03/01/2013                                          | Common<br>Stock 60                                             |
| Non-Qualified<br>Stock Options                      | \$ 16.44                                                           | 02/22/2012                              |                                                             | D                                    | 150,000                                                                                                   | <u>(2)</u> 11/20/2015                                          | Common<br>Stock 15                                             |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                   |       |
|-----------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                           | Director      | 10% Owner | Officer           | Other |
| GOODWIN KEVIN M<br>21919 30TH DR SE<br>BOTHHELL, WA 98021 | X             |           | President and CEO |       |

## Signatures

Shannon Atchison, Attorney In Fact for Kevin M.  
Goodwin

04/16/2012

\_\_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).

In connection with an offer to purchase (the "Tender Offer"), each outstanding restricted stock unit ("RSU") became immediately vested (1) on February 15, 2012 and has automatically converted into the right to receive an amount equal to the product of the number of shares subject to the RSU and \$54.00 (the "Offer Price").

In connection with the Tender Offer, each outstanding option, whether vested or unvested, became fully vested and cancelled on February (2) 15, 2012 and the holder received the right to receive from the issuer an amount equal to the product of the number of shares subject to the option and the amount by which the Offer Price exceeded the 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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