

SOMANETICS CORP
Form 4
October 04, 2005

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 *
BARRETT BRUCE J

(Last) (First) (Middle)

C/O SOMANETICS CORP, 1653 E. MAPLE RD

(Street)

TROY, MI 48083-4208

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOMANETICS CORP [SMTS]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2005

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)
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 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)
			Code	V	Amount	(D)	Price
Common Shares	09/30/2005		M		85,000	A	\$ 4.75
Common Shares	09/30/2005		S		17,102	D	\$ 25
Common Shares	09/30/2005		S		2,500	D	\$ 25.0025
Common Shares	09/30/2005		S		2,500	D	\$ 25.0009
Common Shares	09/30/2005		S		1,000	D	\$ 25.041

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Common Shares	09/30/2005	S	9,000	D	\$ 25.1	130,390	D
Common Shares	09/30/2005	S	1,000	D	\$ 25.094	129,390	D
Common Shares	09/30/2005	S	1,000	D	\$ 25.0583	128,390	D
Common Shares	09/30/2005	S	3,000	D	\$ 25.04	125,390	D
Common Shares	09/30/2005	S	1,000	D	\$ 25.0332	124,390	D
Common Shares	09/30/2005	S	53	D	\$ 25.2	124,337	D
Common Shares	10/03/2005	S	1,400	D	\$ 27.15	122,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.254	121,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.371	120,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.342	119,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.3333	118,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.318	117,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.3144	116,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.24	115,937	D
Common Shares	10/03/2005	S	1,000	A	\$ 27.2563	114,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.3924	113,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.4982	112,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.6825	111,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.76	110,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.7574	109,937	D
	10/03/2005	S	1,000	D		108,937	D

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Common Shares					\$ 27.7777		
Common Shares	10/03/2005	S	1,000	D	\$ 27.7968	107,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.8431	106,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.8671	105,937	D
Common Shares	10/03/2005	S	1,000	D	\$ 27.784	104,937	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 4.75	09/30/2005		M	85,000	<u>(1)</u> 04/23/2007	Common Shares	85,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT BRUCE J C/O SOMANETICS CORP 1653 E. MAPLE RD TROY, MI 48083-4208	X		President and CEO	

Signatures

Bruce J. Barrett

10/04/2005

**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 option vested in one-third equal annual installments commencing April 23, 1998.

Remarks:

Form 1 of 3 to accomodate overflow transactions during the reporting period.

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.