

LAZENBY GEORGE I IV  
Form 4  
November 07, 2011

**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 \*  
LAZENBY GEORGE I IV

2. Issuer Name and Ticker or Trading Symbol  
Emdeon Inc. [EM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O EMDEON INC., 3055  
LEBANON PIKE, SUITE 1000  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/02/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

NASHVILLE, TN 37214

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Class A common stock            | 11/02/2011                           |  | D <sup>(1)</sup>               | 4,749 D \$ 19 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)

**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 Security (Instr. 3 and 4) |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount Number of Shares |
| Restricted Stock Units                     | <u>(2)</u>   | 11/02/2011                           |  | <u>D</u> <sup>(3)</sup>        | 19,500  | <u>(3)</u>   | <u>(3)</u>      | Class A common stock  | 19,500                  |
| Restricted Stock Units                     | <u>(2)</u>   | 11/02/2011                           |  | <u>D</u> <sup>(4)</sup>        | 15,000  | <u>(4)</u>   | <u>(4)</u>      | Class A common stock  | 15,000                  |
| Stock Option (right to buy)                | \$ 15.5  | 11/02/2011                           |  | <u>D</u> <sup>(5)</sup>        | 127,191   | <u>(6)</u>   | 08/11/2019      | Class A common stock  | 127,191                 |
| Stock Option (right to buy)                | \$ 15.5  | 11/02/2011                           |  | <u>J</u> <sup>(7)</sup>        | 254,381   | <u>(6)</u>   | 08/11/2019      | Class A common stock  | 254,381                 |
| Stock Option (right to buy)                | \$ 15.5  | 11/02/2011                           |  | <u>D</u> <sup>(5)</sup>        | 27,500  | <u>(8)</u>   | 08/11/2019      | Class A common stock  | 27,500                  |
| Stock Option (right to buy)                | \$ 15.5  | 11/02/2011                           |  | <u>J</u> <sup>(7)</sup>        | 27,500  | <u>(8)</u>   | 08/11/2019      | Class A common stock  | 27,500                  |
| Stock Option (right to buy)                | \$ 16.51   | 11/02/2011                           |  | <u>D</u> <sup>(5)</sup>        | 114,391.77  | <u>(9)</u>   | 03/11/2020      | Class A common stock  | 114,391.77              |
| Stock Option (right to buy)                | \$ 16.51   | 11/02/2011                           |  | <u>J</u> <sup>(7)</sup>        | 10,408.23   | <u>(9)</u>   | 03/11/2020      | Class A common stock  | 10,408.23               |
| Stock Option (right to buy)                | \$ 15.42   | 11/02/2011                           |  | <u>D</u> <sup>(5)</sup>        | 75,000  | <u>(10)</u>  | 03/01/2021      | Class A common stock  | 75,000                  |
| Limited Liability Co. Interests            | <u>(11)</u>  | 11/02/2011                           |  | <u>J</u> <sup>(12)</sup>       | 510,510   | <u>(13)</u>  | <u>(11)</u>     | Class A common stock  | 510,510                 |



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(12) Sold to EBS Holdco I, LLC, a wholly-owned subsidiary of the issuer, in connection with the Merger in exchange for a cash payment of \$19.00 per EBS Unit. In connection with the Merger, each share of Class B common stock corresponding to a vested EBS Unit was cancelled for no consideration.

(13) Of the EBS Units (which were originally granted with corresponding shares of Class B common stock), 117,907 were vested as of the August 11, 2009 grant date, 368,300 were subject to vesting in equal annual installments on November 15, 2009, November 15, 2010 and November 15, 2011 and 24,303 were subject to vesting in equal installments on May 26, 2010, May 26, 2011, May 26, 2012 and May 26, 2013. Vesting was accelerated in connection with 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.

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