

FOLLIS DANIEL S
Form 4
July 28, 2010

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 *
FOLLIS DANIEL S

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2010

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)

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)
Common Shares	07/27/2010		U	8,270 D	\$ 25 0	I	by partnership
Common Shares	07/27/2010		U	9,300 D	\$ 25 0	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)

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director stock option (right to buy)	\$ 14.92	07/27/2010		D	10,000	11/30/2005 05/14/2015	Common Shares	10,000	
Director stock option (right to buy)	\$ 18.06	07/27/2010		D	10,000	<u>(1)</u> 06/29/2016	Common Shares	10,000	
Director stock option (right to buy)	\$ 19.33	07/27/2010		D	10,000	<u>(2)</u> 06/13/2017	Common Shares	10,000	
Director stock option (right to buy)	\$ 16.82	07/27/2010		D	10,000	<u>(3)</u> 04/10/2018	Common Shares	10,000	
Director stock option (right to buy)	\$ 14.77	07/27/2010		D	10,000	<u>(4)</u> 04/23/2019	Common Shares	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOLLIS DANIEL S	X			

Signatures

Daniel S. Follis

07/28/2010

**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).

The option vested in five equal annual installments beginning on 6/29/07 and the unvested portion of the option became exercisable upon
(1) change of control pursuant to acceptance of the shares in the tender offer pursuant to the agreement and plan of merger between Somanetics and Covidien announced on June 16, 2010

The option vested in five equal annual installments beginning on 6/13/08 and the unvested portion of the option became exercisable upon
(2) change of control pursuant to acceptance of the shares in the tender offer pursuant to the agreement and plan of merger between Somanetics and Covidien announced on June 16, 2010

The option vested in five equal annual installments beginning on 4/10/09 and the unvested portion of the option became exercisable upon
(3) change of control pursuant to acceptance of the shares in the tender offer pursuant to the agreement and plan of merger between Somanetics and Covidien announced on June 16, 2010

The option vested in five equal annual installments beginning on 4/23/10 and the unvested portion of the option became exercisable upon
(4) change of control pursuant to acceptance of the shares in the tender offer pursuant to the agreement and plan of merger between Somanetics and Covidien announced on June 16, 2010

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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