#### SPADAFORE DOMINIC J

Form 4 July 28, 2010

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Form 4 or
Form 5

obligations
may continue.

See Instruction

Filed pursuant to Section 17(a) of the 30(h

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(b).

	Address of Reporting RE DOMINIC J	Symbol	2. Issuer Name and Ticker or Trading Symbol SOMANETICS CORP [smts]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2010			DirectorX Officer (givelow)		Owner er (specify		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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	38,900	D	\$ 25	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 2.3	07/27/2010		D	55,000	<u>(1)</u>	08/01/2012	Common Shares	55,000
Employee stock option (right to buy)	\$ 3.89	07/27/2010		D	36,000	(2)	08/13/2013	Common Shares	36,000
Employee sotck option (right to buy)	\$ 13.55	07/27/2010		D	11,680	11/30/2005	04/21/2015	Common Shares	11,680
Employee stock option (right to buy)	\$ 18.06	07/27/2010		D	18,000	<u>(3)</u>	06/29/2016	Common Shares	18,000
Employee stock option (right to buy)	\$ 12.61	07/27/2010		D	18,000	<u>(4)</u>	03/20/2018	Common Shares	18,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
SPADAFORE DOMINIC I							

Sr. VP US Sales and Marketing

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#### **Signatures**

Dominic J. Spadafore 07/28/2010

\*\*Signature of Date
Reporting Person

#### **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 three equal annual installments commencing 8/1/03
- (2) The option vested in three equal annual installments commencing 8/13/04 and the unvested portion vested 100% on 11/30/05
  - The option vested in five equal annual installments beginning on 6/29/07 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 3/20/09 and the unvested portion of the option became exercisable upon 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. 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.

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