

EMAGEON INC
Form 4
February 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Clark Roddy J H

(Last) (First) (Middle)

1200 CORPORATE DRIVE, SUITE 200

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMAGEON INC [EMAG]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2005

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)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/14/2005 | | C | | 241,006 | A | Ⓛ | 241,006 | I | Owner of 33% interest in general partner of holder (2) |
| Common Stock | 02/14/2005 | | C | | 283,532 | A | Ⓛ | 524,538 | I | Owner of 33% interest in general partner of holder (2) |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|------------|---------|---|---|
| Common Stock | 02/14/2005 | | C | 70,883 | A | <u>(1)</u> | 595,421 | I | Owner of 33% interest in general partner of holder <u>(2)</u> |
|--------------|------------|--|---|--------|---|------------|---------|---|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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) | Amount of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Shares |
| Series A Convertible Preferred Stock <u>(4)</u> | <u>(1)</u> | 02/14/2005 | | C | 1,988,333 | 02/14/2005 | <u>(5)</u> | Common Stock | 241,000 |
| Series B Convertible Preferred Stock <u>(4)</u> | <u>(3)</u> | 02/14/2005 | | C | 1,754,386 | 02/14/2005 | <u>(5)</u> | Common Stock | 283,500 |
| Series C Convertible Preferred Stock <u>(4)</u> | <u>(1)</u> | 02/14/2005 | | C | 584,796 | 02/14/2005 | <u>(5)</u> | Common Stock | 70,883 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Roddy J H 1200 CORPORATE DRIVE SUITE 200 BIRMINGHAM, AL 35242 | X | | | |

Signatures

/s/ Pamela B. Fetterolf, Attorney-in-Fact for Roddy J.H.
Clark

02/16/2005

__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) Reflects 1-for-8.25013 conversion to common stock which became effective on February 14, 2005 upon the close of Issuer's initial public offering of Its Common Stock.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this
- (2) report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
- (3) Reflects 1-for-6.18761 conversion to common stock which became effective on February 14, 2005 upon the close of the Issuer's initial public offering of Its Common Stock.
- (4) These preferred shares were incorrectly reported in Table I in the Reporting Person's initial Form 3 filed on February 8, 2005.
- (5) None

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.