

WAXMAN ALBERT S
Form 4
February 22, 2006

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 *
WAXMAN ALBERT S

2. Issuer Name and Ticker or Trading Symbol
PATIENT INFOSYSTEMS INC
[PATY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O PSILOS GROUP MANAGERS, LLC, 625 AVENUE OF THE AMERICAS, 4TH FLOOR

02/17/2006

(Street)

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

NEW YORK, NY 10011

(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)	Code V	Amount	Price	

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)

Edgar Filing: WAXMAN ALBERT S - Form 4

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant to Purchase Common Stock	\$ 0.0032	02/17/2006		J(1)(2)	117,376	02/17/2006	11/17/2014	Common Stock	117,376

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAXMAN ALBERT S C/O PSILOS GROUP MANAGERS, LLC 625 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10011	X	X		

Signatures

/s/ Darren DeStefano,
attorney-in-fact

02/22/2006

**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) Shares are beneficially owned by Psilos Group Partners II, L.P. Represents shares held in escrow for the benefit of former stockholders of CCS Consolidated, Inc. whose shares were converted into shares of the Issuer as a result of a merger between CCS Consolidated, Inc. and the Issuer. The Reporting Person previously reported the ownership of 176,685 shares of the Issuer's common stock on a Form 3 filed on February 7, 2006, which represented the minimum number of shares issuable to Psilos Group Partners II, L.P. upon termination of the escrow arrangement and liquidation of the escrow account as of such date. Psilos Group Partners II, L.P. holds a warrant which may entitle it to purchase additional shares currently held in the escrow account, subject to the terms thereof.

(2) On February 17, 2006, the warrant became partially exercisable. The reported number of shares represents an increase in the minimum number of shares issuable to Psilos Group Partners II, L.P. upon termination of the escrow arrangement, assuming that the warrant is exercised as to the number of shares for which the warrant is currently exercisable. To the extent that the warrant becomes exercisable for additional shares after the date of this Form 4, the Reporting Person will file an additional Form 4 reflecting the acquisition of a derivative security. Albert S. Waxman, one of the Issuer's directors, is a Manager of Psilos Group Investors II, L.L.C., the general partner of Psilos Group Partners II, L.P. and therefore may be deemed to beneficially own the securities owned by Psilos Group Partners II, L.P. Dr. Waxman disclaims ownership of the reported securities except to the extent of his pecuniary interest therein.

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.