

CARTEE Paul E
 Form 3
 February 18, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CARTEE Paul E | | (Month/Day/Year) | NightHawk Radiology Holdings Inc [NHWK] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/17/2009 | | |
| 601 FRONT AVENUE,Â STE. 502 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| COEUR D'ALENE,Â IDÂ 83814 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Sr. VP, General Counsel & Sec. | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,001 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Options | Â (1) | 02/19/2018 | Common Stock | 30,000 | \$ 12.23 | D | Â |
| Stock Options | Â (2) | 02/19/2017 | Common Stock | 72,000 | \$ 21.75 | D | Â |
| Stock Options | Â (3) | 03/17/2015 | Common Stock | 7,779 | \$ 3.63 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARTEE Paul E 601 FRONT AVENUE STE. 502 COEUR D'ALENE, ID 83814 | Â | Â | Â Sr. VP, General Counsel & Sec. | Â |

Signatures

Paul E. Cartee,
Attorney-in-Fact

02/18/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) One-third of the shares subject to this option will vest on February 19, 2009. 1/36 of the shares will vest monthly thereafter, such that the grant will be fully vested on February 19, 2011.
 - (2) One-third of the shares subject to this option vested on February 21, 2008. 1/36 of the shares began to vest monthly thereafter, such that the grant will be fully vested on February 21, 2010.
 - (3) The shares subject to this option are fully vested.

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.