

NOVAMED INC  
Form 4  
February 18, 2010

**FORM 4**

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

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

**OMB APPROVAL**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HALL THOMAS S**

(Last) (First) (Middle)

**333 W. WACKER DR., SUITE 1010**

(Street)

**CHICAGO, IL 60606**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NOVAMED INC [NOVA]**

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

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)

President & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/16/2010                              |                                                             | A                                    | 159,450                                                                 | \$ 0 459,754 <sup>(1)</sup>                                                                                        | D                                                                    |                                                                   |

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: NOVAMED INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                              | Amount or<br>Number of<br>Shares |
| Stock<br>Options<br>(right to<br>buy)               | \$ 6.49                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(2)</u>                                                     | 11/14/2015                                                          | Common<br>Stock                    | 250,000<br><u>(2)</u>            |
| Stock<br>Options<br>(right to<br>buy)               | \$ 7.28                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(3)</u>                                                     | 11/14/2016                                                          | Common<br>Stock                    | 125,000                          |
| Stock<br>Options<br>(right to<br>buy)               | \$ 7.35                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(4)</u>                                                     | 02/21/2017                                                          | Common<br>Stock                    | 250,000                          |
| Stock<br>Options<br>(right to<br>buy)               | \$ 2.75                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(6)</u>                                                     | 02/18/2019                                                          | Common<br>Stock                    | 218,182                          |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                 |       |
|-----------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                       | Director      | 10% Owner | Officer         | Other |
| HALL THOMAS S<br>333 W. WACKER DR.<br>SUITE 1010<br>CHICAGO, IL 60606 | X             |           | President & CEO |       |

## Signatures

/s/ John W. Lawrence, Jr. by Power of Attorney 02/17/2010

\_\_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).

- (1) Includes 248,087 restricted shares of common stock.
- (2) Subject to certain restrictions, 31,250 of these options vested on 5/14/06 with the remainder vesting approximately 5,208 per month starting on 6/14/06.
- (3) Subject to certain restrictions, 15,625 of these options vested on 5/14/07, with the remainder vesting 2,604 per month starting on 6/14/07.
- (4) Subject to certain restrictions, 31,250 of these options vested on 8/21/07 with the remainder vesting 5,208 per month starting 9/21/07.
- (5) Represents a restricted stock award which shall vest over four years (subject to continued employment) as follows: 19,931 will vest on 8/16/2010 with remainder vesting approximately 9,965 per quarter starting on 11/16/2010.
- (6) Subject to certain restrictions, 27,272 of these options vested on 8/18/09 with the remainder vesting approximately 4,545 per month starting on 9/18/09.

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.