MERGE HEALTHCARE INC

Form 4 June 23, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KOENIG NANCY J

(Last) (First) (Middle)

6737 WEST WASHINGTON STREET, SUITE 2250

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

MERGE HEALTHCARE INC [MRGE]

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

06/23/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

MILWAUKEE, WI 53214

(City)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s) or

Code V Amount (D) Price

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

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President, Merge FUSION Div.

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

_X__ Director

Applicable Line)

5. Amount of

Securities

Beneficially

(Instr. 3 and 4)

X_ Officer (give title

Estimated average

burden hours per

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)) A c (Securities (I Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	V ((A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Purchase Rights (right to buy)	\$ 50	06/23/2008		<u>J(1)</u>		2	22,160	(2)	(2)	Series B Junior Participating Preferred Stock	221.6

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KOENIG NANCY J 6737 WEST WASHINGTON STREET SUITE 2250 MILWAUKEE, WI 53214	X		President, Merge FUSION Div.				

Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for Nancy J.

Koenig

06/23/2008

**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) The Share Purchase Rights (the "rights") were attached to the Common Stock of Merge Healthcare Incorporated and were called for redemption at \$.001 per share in accordance with their terms.
- (2) The rights were issued pursuant to the Rights Agreement, dated as of September 6, 2006, by and between the issuer and American Stock Transfer & Trust Company, as rights agent. The rights never became exercisable.

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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