MERGE HEALTHCARE INC

Form 4

November 07, 2014

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

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

January 31, Expires: 2005

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Section 16. Form 4 or Form 5 obligations

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)

may continue.

See Instruction

1. Name and Address of Reporting Person * Dearborn Justin C

2. Issuer Name and Ticker or Trading

Issuer

Symbol

MERGE HEALTHCARE INC

(Check all applicable)

[MRGE]

(Last) (First) (Middle)

(Street)

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

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

5. Relationship of Reporting Person(s) to

350 NORTH ORLEANS

11/05/2014

Chief Executive Officer

STREET,, FIRST FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Person

Reported

CHICAGO, IL 60654

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 6. Ownership 7. Nature of 3. 4. Securities Acquired 5. Amount of

2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year) Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) **Following** (Instr. 4)

Transaction(s)

Beneficial Ownership (Instr. 4)

Code V

(D) Price Amount

(Instr. 3 and 4)

(A)

Restricted

Common

 $F_{\underline{(1)}}$ Common 11/05/2014 37,364 D \$3 234,500 D

Stock

Stock

327,333 D

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

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SEC 1474 (9-02)

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Dearborn Justin C 350 NORTH ORLEANS STREET, FIRST FLOOR CHICAGO, IL 60654

X Chief Executive Officer

Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for Justin C.

Dearborn 11/07/2014

> **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).

Shares returned to Merge Healthcare Incorporated (the "Company") in payment of tax liability due upon the restriction lift on 115,500 shares of Common Stock issued in accordance with the Restricted Stock Agreement by and between the Company and the Reporting Person dated as of 11/5/2013. The number of shares returned to the Company was 37,364, with 78,136 shares being retained, for a total of 327,333 shares of Common Stock now owned by the Reporting Person.

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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