

RADIOLOGIX INC
Form 4
November 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
Murdock Michael N

(Last) (First) (Middle)

C/O RADIOLOGIX, INC., 3600, JP MORGAN CHASE TOWER, 2200 ROSS AVENUE

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RADIOLOGIX INC [RGX]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior VP and CFO

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

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option	\$ 4.75	11/15/2006	D		200,000	(1)	(3)	Common Stock, par value \$.0001	200,000
Director Stock Option	\$ 1.7	11/15/2006	D		60,000	(2)	(4)	Common Stock, par value \$.0001	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murdock Michael N C/O RADIOLOGIX, INC., 3600 JP MORGAN CHASE TOWER, 2200 ROSS AVENUE DALLAS, TX 75201			Senior VP and CFO	

Signatures

/s/ Michael N. Murdock 11/17/2006

**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) This option becomes exercisable for 1/60th of the option shares each month for 60 months.
The option becomes exercisable for 12,000 shares of the grant total on the first anniversary of the grant date. As to the remaining 48,000 shares, the option vests in equal successive monthly installments of 1,000 shares for 48 months following the first anniversary of the grant date.
- (3) Immediately prior to the effective time of the merger, pursuant to Agreement and Plan of Merger, dated as of July 6, 2006 (the "Merger Agreement"), by and among Radiologix, Inc. ("Radiologix") and Primedex Health Systems, Inc. ("Primedex"), these options were accelerated, vested, or otherwise awarded and subsequently cancelled without any exchange of Radiologix Common Stock for Primedex Common Stock or cash payment.
- (4) Immediately prior to the effective time of the merger, pursuant to the Merger Agreement, these options were accelerated, vested, or otherwise awarded and subsequently exchanged for a cash payment of \$163,800, or \$2.73 per share.

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.