

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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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 *
SHERMAN MICHAEL L MD

(Last) (First) (Middle)

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

(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
 Officer (give title below) Other (specify below)

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 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) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$.0001 | 11/15/2006 | | D | 80,773 | D | 0 | 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option | \$ 12 | 11/15/2006 | | D | 5,000 | (2) | (10) | Common Stock, par value \$.0001 | 5,000 |
| Director Stock Option | \$ 12 | 11/15/2006 | | D | 30,000 | (3) | (10) | Common Stock, par value \$.0001 | 30,000 |
| Director Stock Option | \$ 12 | 11/15/2006 | | D | 5,000 | (4) | (10) | Common Stock, par value \$.0001 | 5,000 |
| Director Stock Option | \$ 3.75 | 11/15/2006 | | D | 20,000 | (5) | (11) | Common Stock, par value \$.0001 | 20,000 |
| Director Stock Option | \$ 5.3 | 11/15/2006 | | D | 10,000 | (6) | (10) | Common Stock, par value \$.0001 | 10,000 |
| Director Stock Option | \$ 13.05 | 11/15/2006 | | D | 10,000 | (7) | (10) | Common Stock, par value \$.0001 | 10,000 |
| Director Stock Option | \$ 3.52 | 11/15/2006 | | D | 10,000 | (8) | (12) | Common Stock, par value \$.0001 | 10,000 |
| Director Stock Option | \$ 4.45 | 11/15/2006 | | D | 10,000 | (9) | (10) | Common Stock, par value \$.0001 | 10,000 |
| | \$ 4.3 | 11/15/2006 | | D | 10,000 | (9) | (13) | | 10,000 |

Director
 Stock
 Option

Common
 Stock, par
 value
 \$.0001

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERMAN MICHAEL L MD C/O RADIOLOGIX, INC. 3600 JP MORGAN CHASE TOWER 2200 ROSS AVE DALLAS, TX 75201 | X | | | |

Signatures

/s/ Michael L.
 Sherman 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) Disposed of pursuant to the 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") in exchange for a one for one exchange of Radiologix Common Stock for Primedex Common Stock and a cash payment of \$144,583.67, or \$1.79 per share.
 - (2) Fully vested as of November 20, 1998.
 - (3) Fully vested as of November 26, 2000.
 - (4) Fully vested as of January 26, 1998.
 - (5) Fully vested as of January 6, 2004.
 - (6) Fully vested as of September 19, 2002.
 - (7) Fully vested as of June 11, 2003.
 - (8) Fully vested as of June 10, 2004.
 - (9) This option becomes exercisable as to 1/12th of the option shares per month for 12 months.
 - (10) Immediately prior to the effective time of the merger, pursuant to the Merger Agreement, 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.
 - (11) 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 \$13,600, or \$0.68 per share.
 - (12) 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 \$9,100, or \$0.91 per share.
 - (13) 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 \$1,300, or \$0.13 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.