INTEGRAMED AMERICA INC

Form 4 May 23, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

KELLOGG PETER R

2. Issuer Name and Ticker or Trading

Symbol

INTEGRAMED AMERICA INC

[INMD]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 05/21/2008

Director Officer (give title below)

X__ 10% Owner Other (specify

48 WALL STREET, C/O IAT REINSURANCE CO LTD

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

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

NEW YORK, NY 10005

		Table 1 Mon Delivative Securities required, Disposed of, of Beneficiary Owned									
1.Title of	2. Transaction Date		3. 4. Securities Acquired Transaction(A) or Disposed of (D)			5. Amount of	6.	7. Nature of Indirect			
Security	(Month/Day/Year)	Execution Date, if				Securities	Ownership	Beneficial Ownership			
(Instr. 3)		any		Code (Instr. 3, 4 and 5)			Beneficially	Form:	(Instr. 4)		
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)			
							Following	or Indirect			
					(A)		Reported	(I)			
					or		Transaction(s)	(Instr. 4)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
				111100111	(2)				BY IAT		
common	05/21/2008		P	200,000	٨	\$	1,851,183	I (1)	REINSURANCE		
stock	03/21/2000		1	200,000	А	8.95	1,051,105	1 💛			
									COLTD		
COMMON											
STOCK	05/21/2008		P	0	A	\$ 0	202	D			
SIOCK											

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

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(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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		÷		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities		(and 4)		Own
	Security				Acquired						Follo
	•	(A) or								Repo	
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

KELLOGG PETER R **48 WALL STREET** X C/O IAT REINSURANCE CO LTD

Signatures

NEW YORK, NY 10005

PETER R KELLOGG/S/MARGUERITE GORMAN- ATTORNEY IN 05/23/2008 **FACT**

> **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).
- IAT REINSURANCE CO LTD., A BERMUDA CORPORATION OF WHICH MR KELLOGG IS THE SOLE HOLDER OF VOTING STOCK.MR KELLOGG DISCLAIMS BENEFICIAL OWNERSHIP OF THESE SHARES.

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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