LIFELINE SYSTEMS INC
Form 4
September 19, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person*

VA Partners, LLC

(Last) (First) (Middle)

One Maritime Plaza, Suite 1400

(Street)

San Francisco CA 94111

(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Lifeline Systems, Inc. (LIFE)

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Day/Year

September 17, 2002

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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person to Issuer
(Check all applicable)
[ ] Director [X] 10% Owner
[_] Officer (give title below) [_] Other (specify below)

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7. Individual or Joint/Group Filing (Check applicable line)

[ ] Form filed by one Reporting Person
[X] 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 (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned Followi Reported Tran (Instr. 3 and 4)
Common Stock	09/17/02		P		2,300	A	22.04	1,229,100(1
Common Stock	09/18/02		P		10,000	A	22.25	1,239,100(1
Common Stock	09/19/02		P		10,000	A	21.90	1,249,100(1

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)
SEC 1474 (3-00)

PAGE 2 OF 5

FORM 4 (continued)

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

	2. Conver- sion	5. Number of	7. Title and Amount

1. Title of Derivative Security (Instr. 3)	or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8) Code V	Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)

Explanation of Responses:

(1)As General Partner and Investment Manager of ValueAct Capital Partners, L.P., ValueAct Capital Partners II, L.P., and ValueAct Capital International, Ltd.

(2)These securities are also beneficially owned by Jeffrey W. Ubben, George F. Hamel, Jr., and Peter H. Kamin as Managing Members, Principal Owners and Controlling Persons of VA Partners, LLC.

VALUEACT CAPITAL PARTNERS, L.P., BY
VA PARTNERS, L.L.C., ITS GENERAL PARTNER

By: /s/ George F. Hamel, Jr. 09/19/02
George F. Hamel, Jr. Date
Managing Member
**Signature of Reporting Person

VALUEACT CAPITAL PARTNERS II, L.P., BY
VA PARTNERS, L.L.C., ITS GENERAL PARTNER

By: /s/ George F. Hamel, Jr. 09/19/02
George F. Hamel, Jr. Date
Managing Member
**Signature of Reporting Person

VALUEACT CAPITAL INTERNATIONAL, LTD., BY
VA PARTNERS, L.L.C., ITS INVESTMENT MANAGER

By: /s/ George F. Hamel, Jr. 09/19/02
George F. Hamel, Jr. Date
Managing Member
**Signature of Reporting Person

VA PARTNERS, L.L.C.

By: /s/ George F. Hamel, Jr. 09/19/02
George F. Hamel, Jr. Date
Managing Member
**Signature of Reporting Person

By: /s/ Jeffrey W. Ubben 09/19/02

Jeffrey W. Ubben Date
**Signature of Reporting Person

By: /s/ George F. Hamel, Jr. 09/19/02

George F. Hamel, Jr. Date
**Signature of Reporting Person

By: /s/ Peter H. Kamin 09/19/02

Peter H. Kamin Date
**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Joint Filer Information

Name: ValueAct Capital Partners, L.P.
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111

Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Lifeline Systems, Inc. (LIFE)
Statement for Month/Year: September 2002

Name: ValueAct Capital Partners II, L.P.
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Lifeline Systems, Inc. (LIFE)
Statement for Month/Year: September 2002

Name: ValueAct Capital International, Ltd.
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Lifeline Systems, Inc. (LIFE)
Statement for Month/Year: September 2002

Name: Jeffrey W. Ubben
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Lifeline Systems, Inc. (LIFE)
Statement for Month/Year: September 2002

Name: George F. Hamel, Jr.
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Lifeline Systems, Inc. (LIFE)
Statement for Month/Year: September 2002

Name: Peter H. Kamin
Address: One Maritime Plaza, Suite 1400, San Francisco, CA 94111
Designated Filer: VA Partners, L.L.C.
Issuer and Ticker Symbol: Lifeline Systems, Inc. (LIFE)
Statement for Month/Year: September 2002