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SOMANETICS CORP

Form 8-K

September 15, 2004

[LOGO OF SOMANETICS]

Mary Ann Victor
Vice President, Communications and Administration

Somanetics Corporation
1653 East Maple Road
Troy, MI 48083-4208
Tel: (248) 689-3050, ext. 204
Fax: (248) 689-4272
mavictor@somanetics.com

September 15, 2004

VIA EDGAR TRANSMISSION

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Somanetics Corporation - Current Report on Form 8-K
Dated September 15, 2004 (File No. 0-19095)

Dear Sir or Madam:

Pursuant to Rule 13a-11 under the Securities Exchange Act of 1934, pursuant to Regulation S-T and pursuant to the General Instructions to Form 8-K, enclosed for filing is a complete copy of the Company's Current Report on Form 8-K, including any financial statements, exhibits or other papers or documents filed as a part of such report.

Very truly yours,

/s/ Mary Ann Victor

Mary Ann Victor
Vice President of Communications and
Administration and Secretary

Enclosures

cc: National Association of Securities Dealers, Inc. (by EDGAR)
Bruce J. Barrett
William M. Iacona
Robert Henry
Michelle T. Collins
Patrick T. Duerr
Robert J. Krueger

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

FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 15, 2004

SOMANETICS CORPORATION
(Exact name of registrant as specified in its charter)

Michigan 0-19095 38-2394784
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)
1653 East Maple Road, Troy, Michigan 48083-4208
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (248) 689-3050

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

- [] Written communication pursuant to Rule 425 under the Securities Act.
[] Soliciting material pursuant to Rule 14a-2 under the Exchange Act.
[] Pre-commencement communications pursuant to Rule 14d-2(b)
under the Exchange Act.
[] Pre-commencement communications pursuant to Rule 13e-4(c)
under the Exchange Act.

Item 2.02. Results of Operations and Financial Condition

On September 15, 2004, Somanetics Corporation announced its financial
results for the third fiscal quarter ended August 31, 2004 and certain other
information. A copy of the press release is furnished with this report following
the signature page and is incorporated in this Item 2.02 by reference. The
information in this report and the attached press release shall not be deemed
filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor
shall it be deemed incorporated by reference in any filing under the Securities
Act of 1933, except as shall be expressly stated by specific reference in such
filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the
registrant has duly caused this report to be signed on its behalf by the
undersigned hereunto duly authorized.

Dated: September 15, 2004

SOMANETICS CORPORATION
(Registrant)

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By: /s/ Mary Ann Victor

Mary Ann Victor

Its: Vice President of Communications and
Administration and Secretary

EXHIBIT INDEX

Exhibit
99.1

Description
News release dated September 15, 2004