

EMDEON CORP  
Form 4  
November 27, 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 \*  
MIDGETTE WILLIAM G

(Last) (First) (Middle)  
669 RIVER DRIVE, CENTER 2  
(Street)

ELMWOOD PARK, NJ 07407

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EMDEON CORP [HLTH]

3. Date of Earliest Transaction (Month/Day/Year)  
11/27/2006

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)  
Chief Executive Officer, Porex

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |   |
| Common Stock                    | 11/27/2006                           |  | M                              | 50,000 A \$ 5.92  | 65,674 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 11/27/2006                           |  | S                              | 30,000 D \$ 11.56   | 35,674 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 11/27/2006                           |  | S                              | 20,000 D \$ 11.53   | 15,674 <sup>(1)</sup>   | D  |   |

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

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number.

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to buy)                | \$ 5.92  | 11/27/2006                           |  | M                              | 50,000  | <u>(3)</u> 08/19/2012                                    | Common Stock  | 50,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| MIDGETTE WILLIAM G<br>669 RIVER DRIVE, CENTER 2<br>ELMWOOD PARK, NJ 07407 |               |           | Chief Executive Officer, Porex |       |

## Signatures

Lewis H. Leicher, Attorney-in-Fact for William G. Midgette  
 11/27/2006  
 \*\*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) Includes 15,674 shares of restricted stock granted on 3/17/2006 of which 9,007 shares have vested and remain outstanding and of which 6,667 shares are scheduled to vest on 3/17/2007.
- (2) Not applicable.
- (3) 40,000 shares underlying the option became exercisable on each of 8/19/2003, 8/19/2004, 8/19/2005 and 8/19/2006. The option is fully vested.

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.