

ORION HEALTHCORP INC
Form 4
April 12, 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 *
PINKAS ROBERT P

2. Issuer Name and Ticker or Trading Symbol
ORION HEALTHCORP INC [ONH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
3201 ENTERPRISE PKWY., SUITE 350

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2005

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(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

BEACHWOOD, OH 44122

(City) (State) (Zip)

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) Code V Amount (D) Price			
Class A Common Stock					2,321,649 ⁽³⁾	I ⁽¹⁾	See Footnote 1

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

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SEC 1474 (9-02)

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

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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. Price or Per Share Amount (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 0.01							12/15/2004	12/15/2009	Class A Common Stock	20,455 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PINKAS ROBERT P 3201 ENTERPRISE PKWY. SUITE 350 BEACHWOOD, OH 44122		X		

Signatures

/s/ Robert P. Pinkas, by Stephen Murdock,
Agent 04/12/2006

__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) 2,321,649 shares by Brantley Venture Partners III, L.P. The Reporting Person is the sole general partner of Pinkas Family Partners, L.P., which is a general and limited partner of Brantley Venture Management III, L.P. Brantley Venture Management III, L.P., is the sole general partner of Brantley Venture Partners III, L.P. The Reporting Person is the sole stockholder of Brantley Management Company, which serves as an adviser to Brantley Venture Partners III, L.P., Brantley Partners IV, L.P. and certain other affiliates of the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) 20,455 shares by Brantley Partners IV, L.P. The Reporting Person is the sole general partner of Pinkas Family Partners, L.P., which is a general and limited partner of Brantley Venture Management IV, L.P. Brantley Venture Management IV, L.P. is the sole general partner of Brantley Partners IV, L.P. The Reporting Person is the sole stockholder of Brantley Management Company, which serves as an adviser to Brantley Venture Partners III, L.P., Brantley Partners IV, L.P. and certain other affiliates of the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) The Reporting Person is filing this Form 4 to report changes in the Reporting Person's beneficial ownership of certain shares as a result of termination of the investment advisory relationship between Brantley Capital Management, L.L.C. and Brantley Capital Corporation as of September 28, 2005.

Remarks:

The shares indirectly beneficially owned by the Reporting Person include Class B Common Stock, which is convertible into Class A Common Stock at a floating rate partially determined by reference to the price of the Class A Common Stock. Therefore, the Class B Common Stock is not a "derivative security" reportable pursuant to Section 16 and the Class B Common Stock indirectly beneficially owned by the Reporting Person has not been included on this form. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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

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