

MERGE HEALTHCARE INC

Form 4

August 13, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN DENNIS

2. Issuer Name **and** Ticker or Trading
Symbol
MERGE HEALTHCARE INC
[MRGE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
200 EAST RANDOLPH
STREET, SUITE 2435

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
CHICAGO, IL 60601

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/09/2012		<u>Z⁽¹⁾</u>	V	227,670	D	\$ 0	35,070	I	Trust <u>(2)</u>
Common Stock	08/09/2012		<u>Z⁽¹⁾</u>	V	227,670	A	\$ 0	227,670	I	Trust <u>(3)</u>
Common Stock	08/09/2012		<u>Z⁽⁴⁾</u>	V	149,187	D	\$ 0	0	I	Trust <u>(5)</u>
Common Stock	08/09/2012		<u>Z⁽⁴⁾</u>	V	149,187	A	\$ 0	376,857	I	Trust <u>(3)</u>
Common Stock	08/13/2012		<u>Z⁽⁶⁾</u>	V	376,857	D	\$ 0	0	I	Trust <u>(3)</u>

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Common Stock 08/13/2012 Z(6) V 376,857 A \$ 0 376,857 I Trust (7)

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)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

BROWN DENNIS
200 EAST RANDOLPH STREET
SUITE 2435
CHICAGO, IL 60601 X

Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for Dennis Brown 08/13/2012

__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).

Transfer of shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown 2011 Grantor Retained Annuity Trust, of
(1) which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.

(2)

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Shares of Merge Healthcare Common Stock held by the Maureen Brown 2011 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.

- (3) Shares of Merge Healthcare Common Stock held by the Maureen Brown Revocable Trust u/a dtd 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.

Transfer of shares of Merge Healthcare Common Stock held by the Dennis Brown Revocable Trust u/a dated 09/09/1999, of which Mr.

- (4) Brown is the trustee and the beneficiary, the beneficial ownership of which Mr. Brown disclaims, to the trust of Mr. Brown's wife, the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.

- (5) Shares of Merge Healthcare Common Stock held by the Dennis Brown Revocable Trust u/a dated 09/09/1999, of which Mr. Brown is the trustee and the beneficiary, the beneficial ownership of which Mr. Brown disclaims.

Transfer of shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown Revocable Trust u/a dated 09/09/1999, the

- (6) beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown 2012 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.

- (7) Shares of Merge Healthcare Common Stock held by the Maureen Brown 2012 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.

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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