

CAREGUIDE INC
Form 4
November 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HICKORY VENTURE CAPITAL CORP

(Last) (First) (Middle)

301 W. WASHINGTON STREET,
NW, SUITE 301

(Street)

HUNTSVILLE, AL 35801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CAREGUIDE INC [CGDE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2006

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
|--|------------------------------------|------------------|----------------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|------------------------------------|
| Warrant to Purchase Common Stock | \$ 0.0032 | 11/17/2006 | J ⁽¹⁾ (2) | 70,129 | | | | | 11/17/2006 | 11/17/2014 | Common Stock | 70,131 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HICKORY VENTURE CAPITAL CORP 301 W. WASHINGTON STREET, NW SUITE 301 HUNTSVILLE, AL 35801 | | X | | |

Signatures

/s/ J. Thomas Noojin, 11/17/2006
President

**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).

Shares are beneficially owned by Hickory Venture Capital Corporation. Represents shares held in escrow for the benefit of former stockholders of CCS Consolidated, Inc. whose shares were converted into shares of the Issuer as a result of a merger between CCS Consolidated, Inc. and the Issuer. The Reporting Person previously reported the ownership of 577,652 shares of the Issuer's common stock on a Form 3 filed on February 6, 2006, which represented the minimum number of shares issuable to Hickory Venture Capital Corporation upon termination of the escrow arrangement and liquidation of the escrow account as of such date. Hickory Venture Capital Corporation holds a warrant which entitles it to purchase additional shares currently held in the escrow account, subject to the terms thereof.

(1) On each of February 17, 2006, May 17, 2006 and August 17, 2006, the warrant became exercisable for an additional number of shares, and on each of February 22, 2006, May 18, 2006 and August 18, 2006, the Reporting Person filed a Form 4 reporting the acquisition of an additional 70,129 shares of the Issuer's common stock underlying such warrant. On November 17, 2006, the warrant became exercisable for an additional number of shares, such that the warrant is now exercisable for the maximum number of shares underlying the warrant. The shares reported herein represent an increase in the minimum number of shares issuable to Hickory Venture Capital Corporation upon exercise of the warrant in full and termination of the escrow agreement.

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.