

ENDOCARE INC

Form 4/A

April 25, 2007

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 *
Rodriguez Michael R

(Last) (First) (Middle)

C/O ENDOCARE, INC., 201
TECHNOLOGY DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ENDOCARE INC [ENDO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/23/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Finance and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	
Common Stock ⁽¹⁾	02/21/2007		M	3,473.72	A	11	3,473.72	D
Common Stock ⁽²⁾	02/21/2007		F	265.74	D	\$ 531.48 ⁽³⁾	3,207.98	D

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

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information contained in this form are not
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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Securities (Instr. 3 and 4)
Deferred Stock Units	(4)	02/21/2007		M	9,616.98	(4) 02/21/2007	Common Stock 9,616.98

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rodriguez Michael R C/O ENDOCARE, INC. 201 TECHNOLOGY DRIVE IRVINE, CA 92618	SVP, Finance and CFO

Signatures

/s/ Michael R.
Rodriguez 04/25/2007

__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) Represent shares earned under the Employee DSU Program. The shares are not actually issued to Mr. Rodriguez until June 30, 2008, subject to the terms and conditions of the Employee DSU Program.
- (2) Represents the DSUs withheld by the Company to cover taxes resulting from the vesting of the DSUs.
- (3) Value based on \$2.00 closing price of the Company's Common Stock on the vesting date, which was February 21, 2007.
- (4) Each DSU reflects the right to receive one share of Common Stock in the future, subject to the terms and conditions of the Employee DSU Program.

Remarks:

The original Form 4 was filed to report the vesting of 3,473.72 of the 9,616.98 deferred stock units (DSU) granted to Mr. Rodriguez.

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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