

ENDOCARE INC
Form 4
January 10, 2008

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOONAN TERRENCE A

(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)
01/08/2008

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. 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 (I) or Indirect (I) (Instr. 4)	7. Nature of Indirect 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.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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. 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 Shares
Deferred Stock Units <u>(1)</u>	<u>(2)</u>	01/08/2008	A	2,569.75			<u>(3)</u>	<u>(3)</u>			Common Stock	2,569.75
Restricted Stock Units <u>(5)</u>	<u>(2)</u>	01/10/2008	A	2,060.74			<u>(5)</u>	<u>(5)</u>			Common Stock	2,060.74

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOONAN TERRENCE A C/O ENDOCARE, INC. 201 TECHNOLOGY DRIVE IRVINE, CA 92618	X			

Signatures

/s/ Clint B. Davis, as
attorney-in-fact

01/10/2008

 **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).

- Granted under the Company's Non-Employee Director Deferred Stock Unit Program. The deferred stock units covered by this Form 4
- (1) represent director fees earned during the quarter ended December 31, 2007, which Mr. Noonan elected to receive in the form of deferred stock units instead of cash.
 - (2) Each deferred stock unit and each restricted stock unit reflects the right to receive one share of common stock in the future, subject to the terms and conditions of the programs under which such units are granted.
 - (3) The DSU "payout date" is as soon as administratively practicable following Mr. Noonan's separation from service (but in no event earlier than December 31, 2008).
 - (4) Not applicable.

- (5) Granted pursuant to the automatic grant provisions in effect under the Company's Non-Employee Director Restricted Stock Unit Program, under the Company's 2004 Stock Incentive Plan. The restricted stock units will vest as to 100% of the shares subject to the restricted stock units on January 10, 2009 and the related shares will be issued upon Mr. Noonan's separation from service, subject to acceleration in the case of a Change in Control or Corporate Transaction, as such terms are defined in the 2004 Stock Incentive Plan.

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.