

TESTMAN THOMAS R  
Form 4  
January 12, 2009

**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  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TESTMAN THOMAS 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)  
01/08/2009

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)  
Director

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Common<br>Stock <sup>(1)</sup>        | 01/10/2009                              |   | M                                    |  | 2,060  | A  | <u>2</u> 2,060  |
| Common<br>Stock                       |   |   |                                      |  |  |  | 5,000   |
|                                       |   |   |                                      |  |  |  | I   |
|                                       |   |   |                                      |  |  |  | By trust <sup>(3)</sup>   |

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

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SEC 1474  
(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Deferred stock units <sup>(4)</sup>        | <u>(5)</u>   | 01/08/2009                           |  | A                              | 21,333  | <u>(6)</u> <u>(6)</u>                                    | Common Stock  | 21,333  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| TESTMAN THOMAS R<br>C/O ENDOCARE, INC.<br>201 TECHNOLOGY DRIVE<br>IRVINE, CA 92618 | X             |           | Director |       |

## Signatures

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

01/12/2009

\_\_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).

This item reflects the vesting on January 10, 2009 of restricted stock units (RSUs) granted on January 10, 2008. The issuance of the underlying shares is deferred until Mr. Testman'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 Company's 2004 Stock Incentive Plan.

(2) Not applicable.

(3) By the Testman Trust, Thomas R. Testman and Jacqueline F. Testman, Trustees.

Granted under the Company's Non-Employee Director Deferred Stock Unit Program. The deferred stock units (DSUs) covered by this Form 4 represent director fees earned during the quarter ended December 31, 2008, which Mr. Testman elected to receive in the form of DSUs instead of cash.

(5) Each DSU reflects the right to receive one share of common stock in the future, subject to the terms and conditions of the Director DSU Program.

(6) The DSU "payout date" is as soon as administratively practicable following Mr. Testman's separation from service (or December 31, 2009, if the separation from service occurs before then).

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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