

KENTOR ERIC S
Form 4
July 29, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENTOR ERIC S

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

201 TECHNOLOGY DRIVE

07/27/2009

Former Director

(Street)

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

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

IRVINE, CA 92618

(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 Ownership (Instr. 4)
Common Stock <u>(1)</u>	07/27/2009		M	9,202 A <u>(1)</u>	13,202	D	
Common Stock <u>(2)</u>	07/27/2009		M	58,850 A <u>(2)</u>	72,052	D	
Common Stock	07/27/2009		U	72,052 D <u>(3)</u>	0	D	
Common Stock	07/27/2009		U	666 D <u>(3)</u>	0	I	By trust <u>(4)</u>

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(1)	07/27/2009		M		9,202		(1)	(1)	Common Stock	9,202
Deferred stock units	(2)	07/27/2009		M		58,850		(2)	(2)	Common Stock	58,850

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KENTOR ERIC S 201 TECHNOLOGY DRIVE IRVINE, CA 92618	Former Director

Signatures

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

07/29/2009

**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).

- (1) Reflects shares that became issuable as a result of the acceleration of the "payout date" of restricted stock units pursuant to the Agreement and Plan of Merger by and among Endocare, Inc., HealthTronics, Inc. and HT Acquisition, Inc. (the "Merger Agreement").
- (2) Reflects shares that became issuable as a result of the acceleration of the "payout date" of deferred stock units pursuant to the Merger Agreement.
- (3) The per share price at which the shares were sold is approximately 0.7548 of a share of HealthTronics Common Stock and approximately \$0.04 in cash.
- (4) By The Kentor Trust, dated September 18, 2002, Eric S. Kentor and Adrienne T. Kentor, Trustees.

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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