

VCA ANTECH INC
Form 4
October 31, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAUMER JOHN M

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VCA ANTECH INC [WOOF]

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2008

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. 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) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 per share | 10/29/2008 | | P | | 352,200 ⁽¹⁾ | A | \$ 17.79 ⁽²⁾ | 352,200 | I | See Note (3) ⁽³⁾ |
| Common Stock, par value \$0.001 per share | 10/29/2008 | | P | | 1,800 ⁽⁴⁾ | A | \$ 16.77 ⁽⁵⁾ | 354,000 | I | See Note (3) ⁽³⁾ |
| Common Stock, par | 10/30/2008 | | P | | 591,200 ⁽⁶⁾ | A | \$ 17.78 | 954,200 | I | See Note (3) ⁽³⁾ |

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| | | | | | | | | |
|-------------------------|------------|---|------------|---|------------|-------|-----------|-------------------------|
| value | | | | | | | | <u>(7)</u> |
| \$0.001 per share | | | | | | | | |
| Common Stock, par value | 10/31/2008 | P | 90,900 | A | \$ | 17.89 | 1,036,100 | I |
| \$0.001 per share | | | <u>(8)</u> | | <u>(9)</u> | | | |
| | | | | | | | | See Note (3) <u>(3)</u> |

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

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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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAUMER JOHN M 11111 SANTA MONICA BOULEVARD, SUITE 2000 LOS ANGELES, CA 90025 | | X | | |

Signatures

/s/ Julia O. Chang, as Attorney-in-Fact for John M. Baumer 10/31/2008

__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).

(1) On October 29, 2008, Green Equity Investors V, L.P. ("GEI V") purchased 270,927 shares of common stock, par value \$0.001 per share of the issuer and Green Equity Investors Side V, L.P. ("GEI Side V") purchased 81,273 shares of common stock, par value \$0.001 per share of the issuer.

(2) This transaction was executed in multiple trades at prices ranging from \$17.02 to \$18.00. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission ("SEC") staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) GEI V and GEI Side V are the direct owners of the shares reported herein. Mr. Baumer directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI V and GEI Side V. Mr. Baumer disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4) On October 29, 2008, GEI V purchased 1,385 shares of common stock, par value \$0.001 per share of the issuer and GEI Side V purchased 415 shares of common stock, par value \$0.001 per share of the issuer.

(5) This transaction was executed in multiple trades at prices ranging from \$16.56 to \$16.90. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) On October 30, 2008, GEI V purchased 454,776 shares of common stock, par value \$0.001 per share of the issuer and GEI Side V purchased 136,424 shares of common stock, par value \$0.001 per share of the issuer.

(7) This transaction was executed in multiple trades at prices ranging from \$17.60 to \$17.99. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(8) On October 31, 2008, GEI V purchased 69,924 shares of common stock, par value \$0.001 per share of the issuer and GEI Side V purchased 20,976 shares of common stock, par value \$0.001 per share of the issuer.

(9) This transaction was executed in multiple trades at prices ranging from \$17.63 to \$17.99. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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