

I TRAX INC
Form 4
May 02, 2008

FORM 4

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

OMB APPROVAL

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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 *
Green Philip D

(Last) (First) (Middle)

4 HILLMAN DRIVE, SUITE
130, C/O I TRAX INC

(Street)

CHADDS FORD,, PA 19317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
I TRAX INC [DMX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2008

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 (D) Price | | | |
| Common Stock | 04/30/2008 | | U | 17,800 A \$ 5.4 | 0 | D | |

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)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option - right to buy | \$ 3.13 | 04/30/2008 | | D | 2,880 | (1) 05/15/2010 | Common Stock | 2,880 |
| Option - right to buy | \$ 5 | 04/30/2008 | | D | 20,000 | (1) 03/13/2010 | Common Stock | 20,000 |
| Option - right to buy | \$ 3.6 | 04/30/2008 | | D | 20,000 | (1) 08/13/2017 | Common Stock | 20,000 |
| Option - right to buy | \$ 2.75 | 04/30/2008 | | D | 20,000 | (1) 04/09/2011 | Common Stock | 20,000 |
| Option - right to buy | \$ 1.57 | 04/30/2008 | | D | 40,000 | (1) 05/16/2015 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Green Philip D 4 HILLMAN DRIVE, SUITE 130 C/O I TRAX INC CHADDS FORD,, PA 19317 | X | | | |

Signatures

/s/ Yuri Rozenfeld, As attorney in fact for Philip D. Green
05/02/2008

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).

These options were canceled pursuant to the Agreement and Plan of Merger, dated March 14, 2008, among Walgreen Co. ("Walgreens"), (1) Putter Acquisition Sub, Inc. and I-trax, Inc. ("I-trax"), in exchange for a cash payment of \$256,737.60 representing the difference between the exercise price of the option and the price paid per share of I-trax common stock by Walgreens in the merger.

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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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