

MACOMBER SCOTT T
Form 4
February 20, 2009

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 *
MACOMBER SCOTT T

(Last) (First) (Middle)
980 NORTH MICHIGAN AVENUE, SUITE 1620
(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NOVAMED INC [NOVA]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2009

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)
Executive Vice President/CFO

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)
Common Stock	02/18/2009		A	V Amount (D) Price 36,364 <u>A</u> \$ 0	86,635 <u>(7)</u>	D	

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.7					<u>(1)</u>	10/24/2011	Common Stock	250,000
Stock Option (right to buy)	\$ 0.78					<u>(2)</u>	04/02/2012	Common Stock	90,000
Stock Option (right to buy)	\$ 1.27					<u>(3)</u>	03/21/2013	Common Stock	45,000
Stock Option (right to buy)	\$ 4.45					<u>(4)</u>	03/16/2014	Common Stock	55,000
Stock Option (right to buy)	\$ 5.96					<u>(5)</u>	06/16/2015	Common Stock	65,000
Stock Option (right to buy)	\$ 6.87					<u>(6)</u>	06/20/2016	Common Stock	25,000
Stock Option (right to buy)	\$ 7.35					<u>(9)</u>	02/21/2017	Common Stock	25,000
Stock Option (right to buy)	\$ 2.75	02/18/2009		A	72,727	<u>(10)</u>	02/18/2019	Common Stock	72,727

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

Director 10% Owner Officer

Other

MACOMBER SCOTT T
980 NORTH MICHIGAN AVENUE
SUITE 1620
CHICAGO, IL 60611

Executive Vice President/CFO

Signatures

/s/ John W. Lawrence, Jr. by Power of
Attorney

02/20/2009

__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) Subject to certain restrictions, 31,250 of these options vested 4/24/02 with the remainder vesting 5,208 per month starting on 5/24/02.
- (2) Subject to certain restrictions, 11,250 of these options vested 10/1/02 with the remainder vesting 1,875 per month starting on 11/1/02.
- (3) Subject to certain restrictions, 5,650 of these options vested 9/20/03 with the remainder vesting 937 per month starting on 10/20/03.
- (4) Subject to certain restrictions, 6,875 of these options vested 9/16/04 with the remainder vesting 1,145 per month starting on 10/16/04.
- (5) Subject to certain restrictions, 8,125 of these options vested on 12/17/05, with the remainder vesting 1,354 per month starting on 1/17/06.
- (6) Subject to certain restrictions, 3,125 of these options vested on 12/20/06 with the remainder vesting approximately 521 per month starting on 1/20/07.
- (7) Includes 44,179 restricted shares of common stock.
- (8) Represents a restricted stock award which shall vest over 4 years (subject to continued employment) as follows: 4,545 will vest on 8/18/09 with the remainder vesting approximately 2,273 per quarter starting on 11/18/09.
- (9) Subject to certain restrictions, 3,125 of these option vested on 8/21/07 with the remainder vesting approximately 521 per month starting 9/21/07.
- (10) Subject to certain restrictions, 9,090 of these options will vest on 8/18/09 with the remainder vesting approximately 1,515 per month starting on 9/18/09.

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.