

KENTOR ERIC S
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

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(Print or Type Responses)

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

(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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	01/10/2009		M		2,060	A	<u>(2)</u> 6,060
Common Stock							666
							I
							By trust ⁽³⁾

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

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(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 ⁽⁴⁾	<u>(5)</u>	01/08/2009		A	26,166	<u>(6)</u> <u>(6)</u>	Common Stock	26,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENTOR ERIC S C/O ENDOCARE, INC. 201 TECHNOLOGY DRIVE 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. Kentor's separation from service, subject to acceleration in the case of a Change in Control or Corporation Transaction, as such terms are defined in the Company's 2004 Stock Incentive Plan.

(2) Not applicable.

(3) By The Kentor Trust, dated September 18, 2002, Eric S. Kentor and Adrienne T. Kentor, 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. Kentor 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. Kentor'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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