

PFENNIGER RICHARD C JR
Form 4
October 06, 2011

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 *
PFENNIGER RICHARD C JR

(Last) (First) (Middle)

7200 CORPORATE CENTER
DRIVE

(Street)

MIAMI, FL 33126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONTINUCARE CORP [CNU]

3. Date of Earliest Transaction
(Month/Day/Year)
10/04/2011

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)
CEO and President

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	10/04/2011		M		42,016	A	\$ 2.38
Common Stock	10/04/2011		M		144,404	A	\$ 2.77
Common Stock	10/04/2011		M		39,840	A	\$ 2.51
Common Stock	10/04/2011		D		1,306,003	D	0

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 Security (Instr. 3 and 4)	Amount of Underlying Shares
					V	(A)	(D)	Date Exercisable		
Stock Option (Right to Buy) ⁽¹⁾	\$ 2.38	10/04/2011		M		42,016		⁽²⁾ 09/19/2018	Common Stock, par value \$.0001	42,016
Stock Option (Right to Buy) ⁽¹⁾	\$ 2.77	10/04/2011		M		144,404		⁽³⁾ 09/12/2016	Common Stock, par value \$.0001	144,404
Stock Option (Right to Buy) ⁽¹⁾	\$ 2.51	10/04/2011		M		39,840		⁽⁴⁾ 09/11/2017	Common Stock, par value \$.0001	39,840
Stock Option (Right to Buy) ⁽¹⁾	\$ 3.51	10/04/2011		D		250,000		⁽⁵⁾ 09/15/2020	Common Stock, par value \$.0001	250,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 2.51	10/04/2011		D		110,160		⁽⁶⁾ 09/11/2017	Common Stock, par value \$.0001	110,160
Stock Option (Right to Buy) ⁽⁷⁾	\$ 2.77	10/04/2011		D		5,596		⁽⁷⁾ 09/12/2016	Common Stock, par value \$.0001	5,596
Stock Option (Right to Buy)	\$ 2.38	10/04/2011		D		132,984		⁽⁸⁾ 09/19/2018	Common Stock, par value \$.0001	132,984
Stock Option (Right to Buy)	\$ 3.13	10/04/2011		D		175,000		⁽⁹⁾ 09/15/2019	Common Stock, par value	175,000

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Buy)									\$.0001	
Stock Option (Right to Buy)	\$ 2.42	10/04/2011	D	200,000	<u>(10)</u>	12/06/2015			Common Stock, par value \$.0001	20
Stock Option (Right to Buy)	\$ 3.51	10/04/2011	D	150,000	<u>(11)</u>	09/15/2020			Common Stock, par value \$.0001	15
Stock Option (Right to Buy)	\$ 3.13	10/04/2011	D	100,000	<u>(12)</u>	09/15/2019			Common Stock, par value \$.0001	10
Stock Option (Right to Buy)	\$ 2.69	10/04/2011	D	100,000	<u>(13)</u>	05/26/2015			Common Stock, par value \$.0001	10
Stock Option (Right to Buy)	\$ 2.38	10/04/2011	D	100,000	<u>(14)</u>	09/19/2018			Common Stock, par value \$.0001	10
Stock Option (Right to Buy)	\$ 2.51	10/04/2011	D	75,000	<u>(15)</u>	09/11/2017			Common Stock, par value \$.0001	75
Stock Option (Right to Buy)	\$ 2.42	10/04/2011	D	75,000	<u>(16)</u>	12/06/2015			Common Stock, par value \$.0001	75
Stock Option (Right to Buy)	\$ 2.77	10/04/2011	D	75,000	<u>(17)</u>	09/12/2016			Common Stock, par value \$.0001	75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PFENNIGER RICHARD C JR 7200 CORPORATE CENTER DRIVE MIAMI, FL 33126	X		CEO and President	

Signatures

/s/ Richard C.
Pfenniger, Jr.

10/06/2011

__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) Disposed of pursuant to an Agreement and Plan of Merger, dated June 26, 2011, by and among Continucare Corporation, Metropolitan Health Networks, Inc. ("Metropolitan") and Cab Merger Sub, Inc., a wholly owned subsidiary of Metropolitan (the "Merger Agreement"), in exchange for \$6.25 in cash, without interest, and 0.0414 of a share of Metropolitan common stock.
- (2) This option provided for vesting in four equal annual installments beginning on September 19, 2009.
- (3) This option provided for vesting in four equal annual installments beginning on September 12, 2007.
- (4) This option provided for vesting in four equal annual installments beginning on September 11, 2008.
- (5) This option, which provided for vesting in four equal annual installments beginning on September 15, 2011, was canceled, pursuant to the Merger Agreement, for a cash payment of \$735,000, representing the difference between the exercise price of the option and \$6.45.
- (6) This option, which provided for vesting in three equal annual installments beginning on September 11, 2008, was canceled, pursuant to the Merger Agreement, for a cash payment of \$434,030.40, representing the difference between the exercise price of the option and \$6.45.
- (7) This option, which provided for vesting in four equal annual installments beginning on September 12, 2007, was canceled, pursuant to the Merger Agreement, for a cash payment of \$20,593.28, representing the difference between the exercise price of the option and \$6.45.
- (8) This option, which provided for vesting in four equal annual installments beginning on September 19, 2009, was canceled, pursuant to the Merger Agreement, for a cash payment of \$541,244.88, representing the difference between the exercise price of the option and \$6.45.
- (9) This option, which provided for vesting in four equal annual installments beginning on September 15, 2010, was canceled, pursuant to the Merger Agreement, for a cash payment of \$581,000, representing the difference between the exercise price of the option and \$6.45.
- (10) This option, which provided for vesting in four equal annual installments beginning on December 6, 2006, was canceled, pursuant to the Merger Agreement, for a cash payment of \$806,000, representing the difference between the exercise price of the option and \$6.45.
- (11) This option, which provided for vesting in four equal annual installments beginning on September 15, 2011, was canceled, pursuant to the Merger Agreement, for a cash payment of \$441,000, representing the difference between the exercise price of the option and \$6.45.
- (12) This option, which provided for vesting in four equal annual installments beginning on September 15, 2010, was canceled, pursuant to the Merger Agreement, for a cash payment of \$332,000, representing the difference between the exercise price of the option and \$6.45.
- (13) This option, which provided for vesting in four equal annual installments beginning on May 26, 2006, was canceled, pursuant to the Merger Agreement, for a cash payment of \$376,000, representing the difference between the exercise price of the option and \$6.45.
- (14) This option, which provided for vesting in four equal annual installments beginning on September 19, 2009, was canceled, pursuant to the Merger Agreement, for a cash payment of \$407,000, representing the difference between the exercise price of the option and \$6.45.
- (15) This option, which provided for vesting in four equal annual installments beginning on September 11, 2008, was canceled, pursuant to the Merger Agreement, for a cash payment of \$295,000, representing the difference between the exercise price of the option and \$6.45.
- (16) This option, which provided for vesting in four equal annual installments beginning on December 6, 2006, was canceled, pursuant to the Merger Agreement, for a cash payment of \$302,250, representing the difference between the exercise price of the option and \$6.45.
- (17) This option, which provided for vesting in four equal annual installments beginning on September 12, 2007, was canceled, pursuant to the Merger Agreement, for a cash payment of \$276,000, representing the difference between the exercise price of the option and \$6.45.

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.