

SOMANETICS CORP
 Form 4
 July 28, 2010

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 *
BARRETT BRUCE J

(Last) (First) (Middle)
**C/O SOMANETICS CORP, 2600
 TROY CENTER DRIVE**
 (Street)

TROY, MI 48084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOMANETICS CORP [smts]

3. Date of Earliest Transaction
 (Month/Day/Year)
07/27/2010

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)
President and CEO

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)
				(A) or (D)	Code V Amount (D) Price		
Common Shares	07/27/2010		U	187,491 D	\$ 25 0	D	

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

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SEC 1474 (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option (right to buy)	\$ 1.97	07/27/2010		D	50,000	<u>(1)</u>	12/04/2010	Common Shares	50,000
Employee stock option (right to buy)	\$ 2	07/27/2010		D	168,000	<u>(2)</u>	03/05/2011	Common Shares	168,000
Employee stock option (right to buy)	\$ 2.95	07/27/2010		D	100,000	<u>(3)</u>	05/10/2012	Common Shares	100,000
Employee stock option (right to buy)	\$ 3.89	07/27/2010		D	132,000	<u>(4)</u>	08/13/2013	Common Shares	132,000
Employee stock option (right to buy)	\$ 13.55	07/27/2010		D	31,919	11/03/2005	04/21/2015	Common Shares	31,919
Employee stock option (right to buy)	\$ 18.06	07/27/2010		D	36,000	<u>(5)</u>	06/29/2016	Common Shares	36,000
Employee stock option (right to buy)	\$ 12.61	07/27/2010		D	36,000	<u>(6)</u>	03/20/2018	Common Shares	36,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT BRUCE J C/O SOMANETICS CORP 2600 TROY CENTER DRIVE TROY, MI 48084	X		President and CEO	

Signatures

Bruce J. Barrett 07/28/2010

 Date
 **Signature of Date
 Reporting Person

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) The option vested in three equal annual installments commencing 12/4/01
- (2) The option vested in twenty four monthly installments commencing 3/5/01
- (3) The option vested in three equal annual installments commencing 5/10/03
- (4) The option vested in three equal annual installments commencing 8/13/04 and the unvested portion vested 100% on 11/30/05
 The option vested in five equal annual installments beginning on 6/29/07 and the unvested portion of the option became exercisable upon
- (5) change of control pursuant to acceptance of the shares in the tender offer pursuant to the agreement and plan of merger between Somanetics and Covidien announced on June 16, 2010
 The option vested in five equal annual installments beginning on 3/20/09 and the unvested portion of the option became exercisable upon
- (6) change of control pursuant to acceptance of the shares in the tender offer pursuant to the agreement and plan of merger between Somanetics and Covidien announced on June 16, 2010

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.