

QUADRAMED CORP

Form 4

June 08, 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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MILLER ROBERT W**

(Last) (First) (Middle)

**C/O QUADRAMED  
CORPORATION, 12110 SUNSET  
HILLS ROAD, SUITE 500**

(Street)

**RESTON, VA 20190**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**QUADRAMED CORP [QDHC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/04/2009**

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)

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)
Common Stock				(A) or (D)	19,400 <sup>(1)</sup>	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)		8. I. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.1	06/04/2009 <sup>(2)</sup>		A		2,400		<sup>(3)</sup>	06/04/2019	Common Stock	2,400
Stock Option (right to buy)	\$ 5.9							<sup>(5)</sup>	05/30/2013	Common Stock	9,200
Stock Option (right to buy)	\$ 11.5							<sup>(6)</sup>	05/10/2016	Common Stock	2,400
Stock Option (right to buy)	\$ 15.95							<sup>(6)</sup>	06/07/2017	Common Stock	2,400
Stock Option (right to buy)	\$ 10.3							<sup>(6)</sup>	06/05/2018	Common Stock	2,400

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLER ROBERT W C/O QUADRAMED CORPORATION 12110 SUNSET HILLS ROAD, SUITE 500 RESTON, VA 20190	X

## Signatures

/s/ Robert W.  
Miller

06/08/2009

Date

Signature of  
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) 18,800 of such shares of Common Stock are issuable upon the exercise of options.
- (2) The options were granted in connection with the QuadraMed Corporation 2009 Annual Meeting of Stockholders on June 4, 2009.
- (3) The options vest in accordance with the terms of the Non-Employee Director Option Grant Program of the 2009 Stock Compensation Plan, vesting pro rata over the next 12 months of service.
- (4) Mr. Miller was awarded the options in connection with his ongoing service as a non-employee director.  
  
Mr. Miller received a Nonqualified Stock Option under the QuadraMed Corporation 1996 Stock Incentive Plan to purchase 9,200 shares of common stock on 5/30/2003, upon his initial election to QuadraMed Corporation's Board of Directors. One half of these options vested on Mr. Miller's completion of his first year of Board service measured from the grant date, and the remainder of the option shares vested on the completion of his second year of Board service measured from the grant date.
- (5)   
  
The options vested in accordance with the terms of the Non-Employee Director Option Grant Program of the 2004 Stock Compensation Plan, vesting pro rata over the 12 months of service following the date of grant.
- (6)

### Remarks:

On June 13, 2008, the Company effected a one-for-five reverse split of its common stock (the "Reverse Split"), as reported in t

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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