

ORION HEALTHCORP INC
Form 4/A
April 12, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PINKAS ROBERT P

(Last) (First) (Middle)

3201 ENTERPRISE PKWY., SUITE 350

(Street)

BEACHWOOD, OH 44122

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ORION HEALTHCORP INC [ONH]

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

06/17/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

03/27/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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)
Class A Common Stock				(A) or (D) Price	2,321,649 ⁽³⁾	I ⁽¹⁾	See Footnote 1

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 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)	Amount or Number of Shares
Warrant	\$ 0.01					12/15/2004 12/15/2009	Class A Common Stock	20,455 ⁽³⁾
Stock Option (right to buy)	\$ 0.84	06/17/2005		A	17,000	06/17/2006 06/17/2015	Class A Common Stock	17,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PINKAS ROBERT P 3201 ENTERPRISE PKWY. SUITE 350 BEACHWOOD, OH 44122		X		

Signatures

/s/ Robert P. Pinkas, by Stephen Murdock,
Agent

04/12/2006

**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) 2,321,649 shares by Brantley Venture Partners III, L.P. The Reporting Person is the sole general partner of Pinkas Family Partners, L.P., which is a general and limited partner of Brantley Venture Management III, L.P. Brantley Venture Management III, L.P. is the sole general partner of Brantley Venture Partners III, L.P. The Reporting Person is the sole stockholder of Brantley Management Company, which serves as an adviser to Brantley Venture Partners III, L.P., Brantley Partners IV, L.P. and certain other affiliates of the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (2) 20,455 shares by Brantley Partners IV, L.P. The Reporting Person is the sole general partner of Pinkas Family Partners, L.P., which is a general and limited partner of Brantley Venture Management IV, L.P. Brantley Venture Management IV, L.P. is the sole general partner of Brantley Partners IV, L.P. The Reporting Person is the sole stockholder of Brantley Management Company, which serves as an adviser to Brantley Venture Partners III, L.P., Brantley Partners IV, L.P. and certain other affiliates of the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (3) The Reporting Person is filing this Form 4/A to include these securities that were inadvertently excluded from the Form 4 filed on March 27, 2006.

Remarks:

The shares indirectly beneficially owned by the Reporting Person include Class B Common Stock, which is convertible into Class A Common Stock at a floating rate partially determined by reference to the price of the Class A Common Stock. Therefore, the Class B Common Stock is not a "derivative security" reportable pursuant to Section 16 and the Class B Common Stock indirectly beneficially owned by the Reporting Person has not been included on this form. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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