

I TRAX INC
Form 4
May 02, 2008

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Green Philip D

(Last) (First) (Middle)

4 HILLMAN DRIVE, SUITE
130, C/O I TRAX INC

(Street)

CHADDS FORD., PA 19317

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

I TRAX INC [DMX]

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

04/30/2008

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/30/2008		U		17,800	A	\$ 5.4
							0
							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
required to respond unless the form
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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. Date of Exercise or Expiration (Month/Day/Year)	9. Title of Underlying Securities (Instr. 3 and 4)	10. Amount or Number of Shares
Option - right to buy	\$ 3.13	04/30/2008		D	2,880	<u>(1)</u>	05/15/2010		Common Stock	2,880
Option - right to buy	\$ 5	04/30/2008		D	20,000	<u>(1)</u>	03/13/2010		Common Stock	20,000
Option - right to buy	\$ 3.6	04/30/2008		D	20,000	<u>(1)</u>	08/13/2017		Common Stock	20,000
Option - right to buy	\$ 2.75	04/30/2008		D	20,000	<u>(1)</u>	04/09/2011		Common Stock	20,000
Option - right to buy	\$ 1.57	04/30/2008		D	40,000	<u>(1)</u>	05/16/2015		Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Philip D 4 HILLMAN DRIVE, SUITE 130 C/O I TRAX INC CHADDS FORD., PA 19317	X			

Signatures

/s/ Yuri Rozenfeld, As attorney in fact for Philip D.
Green

05/02/2008

____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).

These options were canceled pursuant to the Agreement and Plan of Merger, dated March 14, 2008, among Walgreen Co. ("Walgreens"),
(1) Putter Acquisition Sub, Inc. and I-trax, Inc. ("I-trax"), in exchange for a cash payment of \$256,737.60 representing the difference between
the exercise price of the option and the price paid per share of I-trax common stock by Walgreens in the merger.

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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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