

GREENWAY MEDICAL TECHNOLOGIES INC

Form 4

November 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
GREEN W T JR

2. Issuer Name and Ticker or Trading Symbol
GREENWAY MEDICAL TECHNOLOGIES INC [GWAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 GREENWAY BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2013

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

CARROLLTON, GA 30117

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 10/25/2013 | | G | V | 24,570 | D | \$ 0 | 824,661 | D | |
| Common Stock | 10/25/2013 | | G | V | 24,570 | D | \$ 0 | 220,248 | I | By Spouse |
| Common Stock | 10/30/2013 | | G | V | 49,200 | D | \$ 0 | 918,273 | I | By W. T. Green, Jr. Family Limited Partnership |
| Common Stock | 11/04/2013 | | D | | 824,661 | D | \$ 20.35 | 0 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|----------|---|---|--|
| Common Stock | 11/04/2013 | | D | 220,248 | D | \$ 20.35 | 0 | I | By Spouse |
| Common Stock | 11/04/2013 | | D | 918,273 | D | \$ 20.35 | 0 | I | By W. T. Green, Jr. Family Limited Partnership |
| Common Stock | 11/04/2013 | | D | 100 | D | \$ 20.35 | 0 | I | By Wyche T. Green IV Trust |
| Common Stock | 11/04/2013 | | D | 100 | D | \$ 20.35 | 0 | I | By Hadley Herrington Green Trust |
| Common Stock | 11/04/2013 | | D | 100 | D | \$ 20.35 | 0 | I | By Robin Collier Green Trust |
| Common Stock | 11/04/2013 | | D | 100 | D | \$ 20.35 | 0 | I | By Elizabeth H. Green Trust |
| Common Stock | 11/04/2013 | | D | 10,500 | D | \$ 20.35 | 0 | I | By IRA |
| Common Stock | 11/04/2013 | | D | 4,650 | D | \$ 20.35 | 0 | I | By Spouse's IRA |

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 4.75 | 11/04/2013 | | D | 58,912 | (1) 08/18/2015 | Common Stock | 58,912 |

| | | | | | | | | | |
|-----------------------------|----------|------------|---|--------|------------|------------|--------------|--------|--|
| (right to buy) | | | | | | | | | |
| Stock Option (right to buy) | \$ 4.75 | 11/04/2013 | D | 70,505 | <u>(2)</u> | 10/18/2017 | Common Stock | 70,505 | |
| Stock Option (right to buy) | \$ 4.75 | 11/04/2013 | D | 7,766 | <u>(3)</u> | 09/18/2018 | Common Stock | 7,766 | |
| Stock Option (right to buy) | \$ 5.19 | 11/04/2013 | D | 500 | <u>(4)</u> | 09/15/2019 | Common Stock | 500 | |
| Stock Option (right to buy) | \$ 5.19 | 11/04/2013 | D | 33,750 | <u>(5)</u> | 11/04/2019 | Common Stock | 33,750 | |
| Stock Option (right to buy) | \$ 6.92 | 11/04/2013 | D | 16,875 | <u>(6)</u> | 10/18/2020 | Common Stock | 16,875 | |
| Stock Option (right to buy) | \$ 13.31 | 11/04/2013 | D | 16,875 | <u>(7)</u> | 07/14/2021 | Common Stock | 16,875 | |
| Stock Option (right to buy) | \$ 16.25 | 11/04/2013 | D | 51,900 | <u>(8)</u> | 05/30/2022 | Common Stock | 51,900 | |
| Stock Option (right to buy) | \$ 15.99 | 11/04/2013 | D | 43,000 | <u>(9)</u> | 09/24/2022 | Common Stock | 43,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN W T JR 100 GREENWAY BOULEVARD CARROLLTON, GA 30117 | X | | Chairman | |

Signatures

/s/ William G. Esslinger, Jr., as attorney-in-fact for W.T.
Green, Jr.

11/04/2013

__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) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$919,027.20, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

(2) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$1,099,878, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

(3) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$121,149.60, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

(4) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$7,580, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

(5) This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$511,650, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

(6) This option, with 25% vesting on August 4, 2011 and the remainder vesting over three years thereafter in monthly installments, was canceled in the merger in exchange for a cash payment of \$226,631.25, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

(7) This option, with 25% vesting on July 14, 2012 and the remainder vesting over three years thereafter in monthly installments, was canceled in the merger in exchange for a cash payment of \$118,800, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

(8) This option, with 25% vesting on May 30, 2013 and the remainder vesting over three years thereafter in equal monthly installments, was canceled in the merger in exchange for a cash payment of \$212,790, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

(9) This option, with 25% vesting on September 24, 2013 and the remainder vesting over three years thereafter in equal monthly installments, was canceled in the merger in exchange for a cash payment of \$187,480, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

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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