

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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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 \*  
**VICTOR MARY ANN**

(Last) (First) (Middle)

**SOMANETICS CORPORATION, 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)  
VP, Chief Admin Officer, Sec.

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)
			Code	V	Amount	(D)	Price
Common Shares	07/27/2010		U		40,400	D	\$ 25 0
Common Shares	07/27/2010		U		5,100	D	\$ 25 0

By husband

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

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SEC 1474 (9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 1.97	07/27/2010		D	15,000	<u>(1)</u> 12/04/2010	Common Shares 15,000
Employee stock option (right to buy)	\$ 2	07/27/2010		D	4,400	<u>(2)</u> 03/05/2011	Common Shares 4,400
Employee stock option (right to buy)	\$ 2.95	07/27/2010		D	46,000	<u>(3)</u> 05/10/2012	Common Shares 46,000
Employee stock option (right to buy)	\$ 3.89	07/27/2010		D	19,000	<u>(4)</u> 08/13/2013	Common Shares 19,000
Employee stock option (right to buy)	\$ 13.55	07/27/2010		D	12,861	11/30/2005 04/21/2015	Common Shares 12,861
Employee stock option (right to buy)	\$ 18.06	07/27/2010		D	18,000	<u>(5)</u> 06/29/2016	Common Shares 18,000
Employee stock option (right to buy)	\$ 12.61	07/27/2010		D	18,000	<u>(6)</u> 03/20/2018	Common Shares 18,000

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VICTOR MARY ANN SOMANETICS CORPORATION 2600 TROY CENTER DRIVE TROY, MI 48084			VP, Chief Admin Officer, Sec.	

## Signatures

Mary Ann  
Victor

07/27/2010

\*\*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) 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 beginning on 8/13/04 and the unvested portion of the option vested 100% on 11/30/05

(5) The option vested in five equal annual installments beginning on 6/29/07 and the unvested portion of the option became exercisable upon 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

(6) The option vested in five equal annual installments beginning on 3/20/09 and the unvested portion of the option became exercisable upon 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.

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