

GOLDSMITH DAVID L
 Form 4
 July 29, 2009

FORM 4

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

OMB APPROVAL

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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 *
GOLDSMITH DAVID L

(Last) (First) (Middle)

201 TECHNOLOGY DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENDOCARE INC [ENDO]

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2009

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)
 Former Director

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	(A) or (D)	Price			
Common Stock <u>(1)</u>	07/27/2009		M		9,202	A	<u>(1)</u>	9,202	D	
Common Stock <u>(2)</u>	07/27/2009		M		85,255	A	<u>(2)</u>	94,457	D	
Common Stock	07/27/2009		U		94,457	D	<u>(3)</u>	0	D	
Common Stock	07/27/2009		U		1,000	D	\$ <u>1.35</u>	0	I	See footnote <u>(4)</u>

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
Restricted stock units	(1)	07/27/2009		M	9,202	(1) (1)	Common Stock	9,202
Deferred stock units	(2)	07/27/2009		M	85,255	(2) (2)	Common Stock	85,255

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH DAVID L 201 TECHNOLOGY DRIVE IRVINE, CA 92618				Former Director

Signatures

/s/ Clint B. Davis, as
attorney-in-fact

07/29/2009

**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) Reflects shares that became issuable as a result of the acceleration of the "payout date" of restricted stock units pursuant to the Agreement and Plan of Merger by and among Endocare, Inc., HealthTronics, Inc. and HT Acquisition, Inc. (the "Merger Agreement").
- (2) Reflects shares that became issuable as a result of the acceleration of the "payout date" of deferred stock units pursuant to the Merger Agreement.
- (3) The per share price at which the shares were sold is approximately 0.7548 of a share of HealthTronics Common Stock and approximately \$0.04 in cash.
- (4) Consists of 500 shares held by Mr. Goldsmith, as trustee of the Leah Goldsmith Trust dated January 24, 1998, 250 shares held by Mr. Goldsmith, as trustee as the Aaron Goldsmith Trust dated January 24, 1998 and 250 shares held by Aaron Goldsmith, Mr. Goldsmith's

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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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