

Zeman Barry  
Form 4/A  
March 12, 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 \*  
Zeman Barry

2. Issuer Name and Ticker or Trading Symbol  
METROPOLITAN HEALTH NETWORKS INC [MDF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
26 BEAVER STREET, SUITE 15  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2010

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

NEW YORK, NY US 10004  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/10/2010

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	03/08/2010		S		5,000	D		\$ 2.9052 110,959 <u>(1)</u> <u>(3)</u>
Common Stock	03/09/2010		S		10,000	D		\$ 2.9102 100,959 <u>(2)</u> <u>(4)</u>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zeman Barry 26 BEAVER STREET, SUITE 15 NEW YORK, NY US 10004		X		

## Signatures

/s/ Barry Zeman                      03/12/2010  
 \_\_Signature of                      Date  
 Reporting Person

## 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) 70,595 shares are owned directly by Mr. Zeman, 31,100 shares are owned indirectly through an Individual Retirement Account, and the remaining 9,264 shares are owned indirectly through Mr. Zeman's spouse.
- (2) 60,595 shares are owned directly by Mr. Zeman, 31,100 shares are owned indirectly through an Individual Retirement Account, and the remaining 9,264 shares are owned indirectly through Mr. Zeman's spouse.
- (3) Represents the weighted-average sale price per share of a series of transactions, all of which were executed on March 8, 2010. The actual sale prices ranged from a low of \$2.90 to a high of \$2.953. The Reporting Person undertakes to provide upon request of the SEC Staff, Metropolitan Health Networks, Inc. or a Metropolitan Health Networks, Inc. security holder full information regarding the number of shares sold at each price within the range.
- (4) Represents the weighted-average sale price per share of a series of transactions, all of which were executed on March 9, 2010. The actual sale prices ranged from a low of \$2.910 to a high of \$2.920. The Reporting Person undertakes to provide upon request of the SEC Staff, Metropolitan Health Networks, Inc. or a Metropolitan Health Networks, Inc. security holder full information regarding the number of shares sold at each price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.