

CADWELL MARVIN S
Form 4/A
June 06, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CADWELL MARVIN S

2. Issuer Name and Ticker or Trading Symbol
RADIOLOGIX INC [RGX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 ROSS AVENUE, SUITE 3600

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2006

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

DALLAS, TX 75201-2776

4. If Amendment, Date Original Filed(Month/Day/Year)
06/06/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.0001 | | | | (A) or (D) Price | 8,000 | D | |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Director Stock Option (Right to Buy) | \$ 13.05 | | | | | 06/10/2003 ⁽¹⁾ 06/09/2012 | Common Stock, par value \$.0001 | 30,000 |
| Director Stock Option (Right to Buy) | \$ 4.69 | | | | | 12/04/2003 ⁽²⁾ 12/03/2012 | Common Stock, par value \$.0001 | 50,000 |
| Director Stock Option (Right to Buy) | \$ 4.08 | | | | | 06/02/2005 ⁽³⁾ ⁽³⁾ | Common Stock, par value \$.0001 | 11,020 |
| Director Stock Option (Right to Buy) | \$ 2.39 | 06/01/2006 | | A | 18,828 | 06/01/2006 ⁽³⁾ ⁽³⁾ | Common Stock, par value \$.0001 | 18,828 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CADWELL MARVIN S 2200 ROSS AVENUE SUITE 3600 DALLAS, TX 75201-2776 | X | | | |

Signatures

/s/ Marvin S.
Cadwell 06/01/2006

**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 became exercisable as to 10,000 shares upon optionee's completion of one year of service as a director on June 10, 2003, and thereafter became exercisable as to 833 shares per month for 24 months.

(2) This option becomes exercisable as to 30,000 shares upon optionee's completion of one year of service as Chairman of the Board on December 3, 2003, and thereafter as to 833 shares per month for 24 months.

(3) The derivative securities included in the table are restricted stock units (RSUs) that are granted to independent directors automatically each year under the Radiologix, Inc. 2004 Long-Term Incentive Compensation Plan (LTICP). RSUs are scheduled to vest in full on the one year anniversary of the grant date, but at that time they will convert automatically into deferred stock units (DSUs). They will remain deferred until one year after the reporting person's retirement, resignation, or termination from Board service, or a change in control of Radiologix, as defined in the 2004 LTICP. DSUs do not have an expiration date. Unvested RSUs are subject to forfeiture if the reporting person ceases to serve on the Board of Directors at any time during the year following the grant date.

Remarks:

This amendment is being filed to correct typographical errors in the date exercisable of the RSU granted June 2, 2005.

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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