

RADIOLOGIX INC  
Form 4  
November 17, 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

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 \*  
SHERMAN MICHAEL L MD

(Last) (First) (Middle)

C/O RADIOLOGIX, INC., 3600 JP MORGAN CHASE TOWER 2200 ROSS AVE

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2006

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock, par value \$.0001 | 11/15/2006                           |  | D                              | 80,773  | D   | 0  | D                                 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: RADIOLOGIX INC - Form 4

**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. Pr Deriv Secur (Instr   |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Director Stock Option                      | \$ 12  | 11/15/2006                           |  | D                              | 5,000   | (2)  | (10)            | Common Stock, par value \$ .0001                              | 5,000                      |
| Director Stock Option                      | \$ 12  | 11/15/2006                           |  | D                              | 30,000  | (3)  | (10)            | Common Stock, par value \$ .0001                              | 30,000                     |
| Director Stock Option                      | \$ 12  | 11/15/2006                           |  | D                              | 5,000   | (4)  | (10)            | Common Stock, par value \$ .0001                              | 5,000                      |
| Director Stock Option                      | \$ 3.75  | 11/15/2006                           |  | D                              | 20,000  | (5)  | (11)            | Common Stock, par value \$ .0001                              | 20,000                     |
| Director Stock Option                      | \$ 5.3   | 11/15/2006                           |  | D                              | 10,000  | (6)  | (10)            | Common Stock, par value \$ .0001                              | 10,000                     |
| Director Stock Option                      | \$ 13.05   | 11/15/2006                           |  | D                              | 10,000  | (7)  | (10)            | Common Stock, par value \$ .0001                              | 10,000                     |
| Director Stock Option                      | \$ 3.52  | 11/15/2006                           |  | D                              | 10,000  | (8)  | (12)            | Common Stock, par value \$ .0001                              | 10,000                     |
| Director Stock Option                      | \$ 4.45  | 11/15/2006                           |  | D                              | 10,000  | (9)  | (10)            | Common Stock, par value \$ .0001                              | 10,000                     |
|  | \$ 4.3   | 11/15/2006                           |  | D                              | 10,000  | (9)  | (13)            |   | 10,000                     |

Director  
 Stock  
 Option

Common  
 Stock, par  
 value  
 \$.0001

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SHERMAN MICHAEL L MD<br>C/O RADIOLOGIX, INC.<br>3600 JP MORGAN CHASE TOWER 2200 ROSS AVE<br>DALLAS, TX 75201 | X             |           |         |       |

## Signatures

/s/ Michael L.  
 Sherman 11/17/2006

\_\_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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of July 6, 2006 (the "Merger Agreement"), by and among Radiologix, Inc. ("Radiologix") and Primedex Health Systems, Inc. ("Primedex") in exchange for a one for one exchange of Radiologix Common Stock for Primedex Common Stock and a cash payment of \$144,583.67, or \$1.79 per share.
  - (2) Fully vested as of November 20, 1998.
  - (3) Fully vested as of November 26, 2000.
  - (4) Fully vested as of January 26, 1998.
  - (5) Fully vested as of January 6, 2004.
  - (6) Fully vested as of September 19, 2002.
  - (7) Fully vested as of June 11, 2003.
  - (8) Fully vested as of June 10, 2004.
  - (9) This option becomes exercisable as to 1/12th of the option shares per month for 12 months.
    - (10) Immediately prior to the effective time of the merger, pursuant to the Merger Agreement, these options were accelerated, vested, or otherwise awarded and subsequently cancelled without any exchange of Radiologix Common Stock for Primedex Common Stock or cash payment.
    - (11) Immediately prior to the effective time of the merger, pursuant to the Merger Agreement, these options were accelerated, vested, or otherwise awarded and subsequently exchanged for a cash payment of \$13,600, or \$0.68 per share.
    - (12) Immediately prior to the effective time of the merger, pursuant to the Merger Agreement, these options were accelerated, vested, or otherwise awarded and subsequently exchanged for a cash payment of \$9,100, or \$0.91 per share.
    - (13) Immediately prior to the effective time of the merger, pursuant to the Merger Agreement, these options were accelerated, vested, or otherwise awarded and subsequently exchanged for a cash payment of \$1,300, or \$0.13 per share.

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.