

BERRY ROSEANNE
Form 4
March 07, 2008

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 *
BERRY ROSEANNE

(Last) (First) (Middle)

C/O VISTACARE, INC., 4800 N. SCOTTSDALE RD., SUITE 5000

(Street)

SCOTTSDALE, AZ 85251

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISTACARE, INC. [VSTA]

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Compliance Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 22,194 | D | |
| Class A Common Stock | | | | | 6,000 | D | |
| Class A Common Stock | 03/06/2008 | 03/06/2008 | U | 6,000 (1) D \$ 8.6 | 0 | D | |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy) | \$ 3.75 | | | | | 06/07/2006 06/07/2011 | Class A Common Stock 12,800 |
| Employee Stock Option (right to buy) | \$ 3.75 | 03/06/2008 | 03/06/2008 | U | 12,800 | 06/07/2006 03/06/2008 ⁽²⁾ | Class A Common Stock 12,800 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| BERRY ROSEANNE C/O VISTACARE, INC. 4800 N. SCOTTSDALE RD., SUITE 5000 SCOTTSDALE, AZ 85251 | Director 10% Owner Officer Other Chief Compliance Officer |

Signatures

Matthew Holman,
Attorney-in-Fact
Date: 03/07/2008

**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)

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For tender of restricted shares: Under the Merger Agreement, each award of restricted common stock granted under the Issuer stock plans, together with the associated rights, automatically vests in full immediately prior to the date on which Purchaser accepts for payment all Shares validly tendered pursuant to the tender offer and may be tendered in the tender offer at the Offer Price.

- (2) For options that vest at the Effective Time: Under the Merger Agreement, each outstanding stock option of the Issuer ("Stock Option") that remains outstanding immediately prior to the effective time ("Effective Time") of the merger between Purchaser and Issuer (the "Merger") vests in full, is automatically cancelled and entitles the holder thereof to a cash payment by the surviving corporation of the Merger. The amount payable for each such Stock Option is equal to (i) the excess, if any, of (x) the Offer Price over (y) the exercise price per Share subject to such Stock Option, multiplied by (ii) the total number of Shares subject to the Stock Option immediately prior to the Effective Time.

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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