

VITAL SIGNS INC  
Form 4  
November 03, 2008

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Martino Anthony

(Last) (First) (Middle)

C/O VITAL SIGNS, INC., 20  
CAMPUS ROAD

(Street)

TOTOWA, NJ 07512

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
VITAL SIGNS INC [VITL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/30/2008

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 \_\_\_\_ Other (specify  
below) below)

VP Quality and Regulatory

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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	10/30/2008		D <sup>(1)</sup>	25	D	\$ 74.5	0	I	By 401(k) Plan

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)

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options (right to buy)	\$ 27.51	10/30/2008		D <sup>(2)</sup>		25,000		<sup>(3)</sup>	03/14/2013	Common Stock	25,000
Common Stock Options (right to buy)	\$ 49.98	10/30/2008		D <sup>(2)</sup>		2,500		<sup>(4)</sup>	07/05/2016	Common Stock	2,500
Common Stock Options (right to buy)	\$ 52.1	10/30/2008		D <sup>(2)</sup>		2,000		<sup>(4)</sup>	04/02/2017	Common Stock	2,000
Common Stock Options (right to buy)	\$ 52.56	10/30/2008		D <sup>(2)</sup>		1,000		<sup>(5)</sup>	05/08/2018	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Martino Anthony C/O VITAL SIGNS, INC. 20 CAMPUS ROAD TOTOWA, NJ 07512	VP Quality and Regulatory

## Signatures

/s/ Anthony Martino, By: Laura R. Kuntz, Esq.,  
Attorney-in-Fact 10/30/2008

\_\_\_\_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).

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated July 23, 2008 by and among General Electric Company, Tonic Acquisition Corp and Vital Signs, Inc. (the "Company"), at the Effective Time (as defined in the Merger Agreement), each share of the Company's common stock issued and outstanding was automatically converted into the right to receive \$74.50 in cash, without interest (the "Merger Consideration").

(1)

Pursuant to the Merger Agreement, at the Effective Time, each outstanding option to purchase the Company's common stock ("Company Stock Option"), whether or not then vested or exercisable, was cancelled and terminated and converted into the right to receive an amount of cash equal to the excess of the Merger Consideration over the exercise price of such Company Stock Option, multiplied by the number of shares of common stock covered by such Company Stock Option less applicable taxes required to be withheld.

(2)

(3) These options vest in four equal annual installments starting on March 14, 2004.

(4) These options vest in 25% installments beginning one year from the date of grant.

(5) These options vest in four equal installments beginning on May 8, 2009.

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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