

CAHR MICHAEL E
Form 4
March 09, 2011

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 *
CAHR MICHAEL E

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)
250 S. AUSTRALIAN AVENUE, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2011

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

WEST PALM BEACH, FL US
33401

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

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|-------|-----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/07/2011 | | S | | 29,900 | D | \$ 5.13 (1) | 717,633 | I (4) | See footnote #4 |
| Common Stock | 03/07/2011 | | S | | 29,900 | D | \$ 4.99 (2) | 687,733 | I (4) | See footnote #4 |
| Common Stock | 03/08/2011 | | S | | 20,000 | D | \$ 5.06 (3) | 667,733 | I (4) | See footnote #4 |
| | 03/08/2011 | | S | | 7,092 | D | | 660,641 | I (4) | |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---------|--------------------|--------------------|--------------|-----------------|
| Common Stock | | | | | \$ 5.05 | | | | See footnote #4 |
| Common Stock | 03/09/2011 | | S | 500 | D | \$ 5.04 | 660,141 | I <u>(4)</u> | See footnote #4 |
| Common Stock | 03/09/2011 | | S | 84,274 | D | \$ <u>5</u> (5) | 575,867 | I <u>(4)</u> | See footnote #4 |
| Common Stock | | | | | | | 112,202 <u>(6)</u> | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CAHR MICHAEL E 250 S. AUSTRALIAN AVENUE SUITE 400 WEST PALM BEACH, FL US 33401 | X | | | |

Signatures

/s/ Michael E.

Cahr

03/09/2011

__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) Represents the weighted-average sale price per share of a series of transactions, all of which were executed on March 7, 2011. The actual sales prices ranged from a low of \$5.05 to a high of \$5.21. 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.

(2) Represents the weighted-average sale price per share of a series of transactions, all of which were executed on March 7, 2011. The actual sales prices ranged from a low of \$4.98 to a high of \$4.99. 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.

(3) Represents the weighted-average sale price per share of a series of transactions, all of which were executed on March 8, 2011. The actual sales prices ranged from a low of \$5.05 to a high of \$5.09. 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) Includes (i) 535,167 shares held in the Cahr Dynastic Trust as of the close of business on March 9, 2011, over which Mr. Cahr has voting and investment power, (ii) 26,200 shares held by Mr. Cahr in a money purchase plan, (iii) 10,000 shares held in Mr. Cahr's spouse's individual retirement account, (iv) 4,500 shares held by Mr. Cahr in a 401(k) retirement plan. Does not include 89,000 shares held by Mr. Cahr's daughter, 7,500 shares held by Mr. Cahr's son and 3,800 shares held by Mr. Cahr's grandson, with respect to which Mr. Cahr disclaims beneficial ownership.

(5) Represents the weighted-average sale price per share of a series of transactions, all of which were executed on March 9, 2011. The actual sales prices ranged from a low of \$5.00 to a high of \$5.01. 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.

(6) Includes (i) 31,902 shares owned directly by Mr. Cahr or in individual accounts he controls, (ii) 40,400 shares held by Mr. Cahr jointly with Mr. Cahr's spouse, (iii) 39,900 shares held in Mr. Cahr's individual retirement account.

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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