

MACOMBER SCOTT T
Form 5
February 13, 2006

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MACOMBER SCOTT T

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
NOVAMED INC [NOVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

980 NORTH MICHIGAN AVENUE, SUITE 1620

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

____ Director
 Officer (give title below) Executive Vice President/CFO
____ 10% Owner
____ Other (specify below)

CHICAGO, IL 60611

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 09/30/2005 | Â | J ⁽⁶⁾ | 2,340 A | \$ 4.7345 | 32,150 D | Â |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 1.7 | Â | Â | Â | Â Â Â (1) | 10/24/2011 | Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 0.78 | Â | Â | Â | Â Â Â (2) | 04/02/2012 | Common Stock | 90,000 |
| Stock Option (right to buy) | \$ 1.27 | Â | Â | Â | Â Â Â (3) | 03/21/2013 | Common Stock | 45,000 |
| Stock Option (right to buy) | \$ 4.45 | Â | Â | Â | Â Â Â (4) | 03/16/2014 | Common Stock | 55,000 |
| Stock Option (right to buy) | \$ 5.96 | Â | Â | Â | Â Â Â (5) | 06/16/2015 | Common Stock | 65,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MACOMBER SCOTT T 980 NORTH MICHIGAN AVENUE SUITE 1620 CHICAGO, IL 60611 | Â | Â | Â Executive Vice President/CFO | Â |

Signatures

/s/ Scott T.
Macomber
Date
02/13/2006

Signature of
Reporting Person

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) Subject to certain restrictions, 31,250 of these options vested 4/24/02 with the remainder vesting 5,208 per month starting on 5/24/02.
- (2) Subject to certain restrictions, 11,250 of these options vested 10/1/02 with the remainder vesting 1,875 per month starting on 11/1/02.
- (3) Subject to certain restrictions, 5,650 of these options vested 9/20/03 with the remainder vesting 937 per month starting on 10/20/03.
- (4) Subject to certain restrictions, 6,875 of these options vested 9/16/04 with the remainder vesting 1,145 per month starting on 10/16/04.
- (5) Subject to certain restrictions, 8,125 of these options vested on 12/17/05, with the remainder vesting 1,354 per month starting on 1/17/06.
- (6) Purchase of shares pursuant to the Employee Stock Purchase Plan of NovaMed, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.