**ENDOCARE INC** Form 4

January 10, 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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* GOLDSMITH DAVID L

(First)

C/O ENDOCARE, INC., 201 TECHNOLOGY DRIVE

(Street)

(Middle)

4. If Amendment, Date Original

**ENDOCARE INC [ENDO]** 

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

01/08/2008

Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Beneficially

Owned

**IRVINE, CA 92618** 

1.Title of

Security

(Instr. 3)

(City) (State) (Zip)

(Month/Day/Year)

3. 4. Securities

2. Transaction Date 2A. Deemed TransactionAcquired (A) or Execution Date, if Code

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities

Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units (1)	<u>(2)</u>	01/08/2008		A		1,890.6		(3)	(3)	Common Stock	1,890.6
Restricted Stock Units (5)	(2)	01/10/2008		A		2,060.74		<u>(5)</u>	<u>(5)</u>	Common Stock	2,060.74

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOLDSMITH DAVID L C/O ENDOCARE, INC. 201 TECHNOLOGY DRIVE IRVINE, CA 92618	X						

### **Signatures**

/s/ Clint B. Davis, as attorney-in-fact

01/10/2008

\*\*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).
- Granted under the Company's Non-Employee Director Deferred Stock Unit Program. The deferred stock units covered by this Form 4 (1) represent director fees earned during the quarter ended December 31, 2007, which Mr. Goldsmith elected to receive in the form of deferred stock units instead of cash.
- (2) Each deferred stock unit and each restricted stock unit reflects the right to receive one share of common stock in the future, subject to the terms and conditions of the programs under which such units are granted.
- (3) The DSU "payout date" is as soon as administratively practicable following Mr. Goldsmith's separation from service (but in no event earlier than December 31, 2008).
- (4) Not applicable.

Granted pursuant to the automatic grant provisions in effect under the Company's Non-Employee Director Restricted Stock Unit Program,

under the Company's 2004 Stock Incentive Plan. The restricted stock units will vest as to 100% of the shares subject to the restricted stock units on January 10, 2009 and the related shares will be issued upon Mr. Goldsmith's separation from service, subject to acceleration in the case of a Change in Control or Corporate Transaction, as such terms are defined in the 2004 Stock Incentive Plan.

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.

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