

MERGE HEALTHCARE INC
 Form 4
 November 21, 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 *
BROWN DENNIS

2. Issuer Name and Ticker or Trading Symbol
**MERGE HEALTHCARE INC
 [MRGE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 WALNUT RIDGE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/11/2011

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

HARTLAND, WI 53029

(City) (State) (Zip)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 04/11/2011 | | Z ⁽¹⁾ | V | 189,415 | D | \$ 0 0 | I | Trust ⁽²⁾ |
| Common Stock | 04/11/2011 | | Z ⁽³⁾ | V | 73,325 | D | \$ 0 149,187 | I | Trust ⁽⁴⁾ |
| Common Stock | 04/11/2011 | | Z ⁽⁵⁾ | V | 262,740 | A | \$ 0 262,740 | I | Trust ⁽⁶⁾ |
| Common Stock | 05/12/2011 | | Z ⁽⁷⁾ | V | 262,740 | D | \$ 0 0 | I | Trust ⁽⁶⁾ |
| Common Stock | 05/12/2011 | | Z ⁽⁷⁾ | V | 262,740 | A | \$ 0 262,740 | I | Trust ⁽⁸⁾ |

| | | | | | | | | | |
|--------------|------------|------------------|---|--------|---|------|--------|---|-----------------------|
| Common Stock | 11/17/2011 | Z ⁽⁹⁾ | V | 87,183 | D | \$ 0 | 62,004 | I | Trust ⁽⁴⁾ |
| Common Stock | 11/17/2011 | Z ⁽⁹⁾ | V | 87,183 | A | \$ 0 | 87,183 | I | Trust ⁽¹⁰⁾ |

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

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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 Date (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN DENNIS 900 WALNUT RIDGE DRIVE HARTLAND, WI 53029 | | | X | |

Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for Dennis Brown
 11/21/2011

__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).
 Transfer of 189,415 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown 2008 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.

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- (2) Shares of Common Stock held by the Maureen Brown 2008 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.
- Transfer of 73,325 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown 2009 Grantor Retained Annuity
- (3) Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.
- (4) Shares of Common Stock held by the Maureen Brown 2009 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.
- Transfer of 189,415 shares of Merge Healthcare Incorporated Common Stock held by the Maureen Brown 2008 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims; and transfer of 73,325 shares of Merge Healthcare Incorporated Common Stock held by the Maureen Brown 2009 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims; the total of such transfers deposited into the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.
- (5)
- (6) Shares of Common Stock held by the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.
- Transfer of 262,740 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown Revocable Trust u/a dated
- (7) 09/09/1999, the beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown 2011 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.
- (8) Shares of Common Stock held by the Maureen Brown 2011 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.
- Transfer of 87,183 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown 2009 Grantor Retained Annuity
- (9) Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims, to the Dennis Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.
- (10) Shares of Common Stock held by the Dennis Brown Revocable Trust u/a dated 09/09/1999, of which Mr. Brown is the trustee and the beneficiary, the beneficial ownership of which Mr. Brown disclaims.

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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