

SOMANETICS CORP
Form 4
October 05, 2005

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 *
WINTERS PAMELA A

(Last) (First) (Middle)

C/O SOMANETICS CORPORATION, 1653 EAST MAPLE ROAD

(Street)

TROY, MI 48083

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOMANETICS CORP [SMTS]

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2005

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 below) ___ Other (specify below)
Vice President, Operations

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Shares	10/03/2005		M	12,000	A \$ 2.88	12,000	D
Common Shares	10/03/2005		M	24,000	A \$ 2	36,000	D
Common Shares	10/03/2005		S	100	D \$ 28.37	35,900	D
Common Shares	10/03/2005		S	200	D \$ 28.36	35,700	D
Common Shares	10/03/2005		S	452	D \$ 28.35	35,248	D

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Common Shares	10/03/2005	S	100	D	\$ 28.31	35,148	D
Common Shares	10/03/2005	S	318	D	\$ 28.3	34,830	D
Common Shares	10/03/2005	S	100	D	\$ 28.26	34,730	D
Common Shares	10/03/2005	S	100	D	\$ 28.25	34,630	D
Common Shares	10/03/2005	S	100	D	\$ 28.21	34,530	D
Common Shares	10/03/2005	S	675	D	\$ 28.19	33,855	D
Common Shares	10/03/2005	S	400	D	\$ 28.18	33,455	D
Common Shares	10/03/2005	S	1,300	D	\$ 28.1	32,155	D
Common Shares	10/03/2005	S	500	D	\$ 28.08	31,655	D
Common Shares	10/03/2005	S	1,802	D	\$ 28.07	29,853	D
Common Shares	10/03/2005	S	700	D	\$ 28.06	29,153	D
Common Shares	10/03/2005	S	400	D	\$ 28.05	28,753	D
Common Shares	10/03/2005	S	9,978	D	\$ 28.04	18,775	D
Common Shares	10/03/2005	S	11,300	D	\$ 28.03	7,475	D
Common Shares	10/03/2005	S	300	D	\$ 28.01	7,175	D
Common Shares	10/03/2005	S	7,175	D	\$ 28	0	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)

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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
Employee stock option (right to buy)	\$ 2.88	10/03/2005		M		12,000	<u>(1)</u> 02/16/2010	Common Shares	12,000
Employee stock option (right to buy)	\$ 2	10/03/2005		M		24,000	<u>(2)</u> 03/15/2011	Common Shares	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINTERS PAMELA A C/O SOMANETICS CORPORATION 1653 EAST MAPLE ROAD TROY, MI 48083			Vice President, Operations	

Signatures

Pamela A. Winters
 10/05/2005
 **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) The option vested in one-third equal annual installments beginning February 16, 2001.
- (2) The option vested in one-twenty fourth (1/24) equal monthly installments commencing March 5, 2001.

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.