

Packard Dighton
Form 4
May 27, 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 *
Packard Dighton

2. Issuer Name and Ticker or Trading Symbol
Emergency Medical Services CORP [EMS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Medical Officer

C/O EMERGENCY MEDICAL SERVICES CORP., 6200 S. SYRACUSE WAY, SUITE 200
(Street)

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

GREENWOOD VILLAGE, CO 80111-4737
(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	05/25/2011		D	19,445	D <u>(1)</u> 0	D	

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
Stock option (right to buy)	\$ 6.67	05/25/2011		D	22,650	<u>(2)</u> 02/10/2015	Class A Common Stock	22,650
Stock option (right to buy)	\$ 29.65	05/25/2011		D	2,500	<u>(4)</u> 03/12/2019	Class A Common Stock	2,500
Stock option (right to buy)	\$ 56.34	05/25/2011		D	2,000	<u>(5)</u> 05/18/2020	Class A Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Packard Dighton C/O EMERGENCY MEDICAL SERVICES CORP. 6200 S. SYRACUSE WAY, SUITE 200 GREENWOOD VILLAGE, CO 80111-4737			Chief Medical Officer	

Signatures

/s/ Dighton C.
Packard 05/26/2011

**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) Disposed of pursuant to the merger agreement dated as of February 13, 2011, by and among the issuer, CDRT Acquisition Corporation and CDRT Merger Sub, Inc. in exchange for the merger consideration of \$64.00 per share in cash.
- (2) The option is fully vested.

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- Pursuant to the merger agreement, the option became vested in full at the effective time of the merger (to the extent not previously vested)
- (3) and was cancelled in exchange for a cash payment equal to (i) the excess of (a) \$64.00 over (b) the exercise price per share under the option, multiplied by (ii) the number of shares of the issuer's Class A Common Stock subject to the option.
 - (4) The option vests ratably on the first four anniversaries of the grant date, beginning on March 12, 2010.
 - (5) The option vests ratably on the first four anniversaries of the grant date, beginning on May 18, 2011.

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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