

I TRAX INC  
Form 4  
May 02, 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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARTIN FRANK A

(Last) (First) (Middle)

C/O I TRAX INC, 4 HILLMAN  
DRIVE, SUITE 130

(Street)

CHADDS FORD,, PA 19317

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

I TRAX INC [DMX]

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

04/30/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chairman

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 04/30/2008                              |                                                             | U                                    | 830,707                                                                 | A<br>\$<br>5.4                                                                                                     | 0                                                                    | D                                       |

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  
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number.**

SEC 1474  
(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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount or<br>Number of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|
| Option -<br>right to<br>buy                         | \$ 1.51                                                            | 04/30/2008                              |                                                             | D                                    | 100,000                                                                                                   | (1) 05/08/2013                                                 | Common<br>Stock                                                     | 100,000                          |
| Option -<br>right to<br>buy                         | \$ 2.75                                                            | 04/30/2008                              |                                                             | D                                    | 70,000                                                                                                    | (1) 04/09/2011                                                 | Common<br>Stock                                                     | 70,000                           |
| Option -<br>right to<br>buy                         | \$ 3                                                               | 04/30/2008                              |                                                             | D                                    | 1,750                                                                                                     | (1) 12/22/2012                                                 | Common<br>Stock                                                     | 1,750                            |
| Option -<br>right to<br>buy                         | \$ 3.09                                                            | 04/30/2008                              |                                                             | D                                    | 106,250                                                                                                   | (1) 08/08/2016                                                 | Common<br>Stock                                                     | 106,250                          |
| Warrant<br>- right to<br>buy                        | \$ 1.8                                                             | 04/30/2008                              |                                                             | D                                    | 276,111                                                                                                   | (2) 05/08/2008                                                 | Common<br>Stock                                                     | 276,111                          |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |          |       |
|------------------------------------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                                                          | Director      | 10% Owner | Officer  | Other |
| MARTIN FRANK A<br>C/O I TRAX INC<br>4 HILLMAN DRIVE, SUITE 130<br>CHADDS FORD,, PA 19317 | X             |           | Chairman |       |

## Signatures

/s/ Frank A.  
Martin

05/02/2008

\*\*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).

(1) These options were canceled pursuant to the Agreement and Plan of Merger, dated March 14, 2008 ("Merger Agreement"), among Walgreen Co. ("Walgreens"), Putter Acquisition Sub, Inc. and I-trax, Inc. ("I-trax"), in exchange for a cash payment of \$824,137.50 representing the difference between the exercise price of the option and the price paid per share of I-trax common stock by Walgreens in the merger.

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- (2) This warrant was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$993,999.60 representing the difference between the exercise price of the warrant and the price paid per share of I-trax common stock by Walgreens in the merger.

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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