

KELLY JAMES TIMOTHY
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 *
KELLY JAMES TIMOTHY

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)
64 BOGGS HILL ROAD

(Street)

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

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

NEWTOWN, CT 06470

(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 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 | 40,000 | D 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)

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (2) | 05/25/2011 | | D | 8,000 | (3) (3) | Class A Common Stock | 8,000 |
| Restricted Stock Units | (2) | 05/25/2011 | | D | 2,705 | (3) (3) | Class A Common Stock | 2,705 |
| Restricted Stock Units | (2) | 05/25/2011 | | D | 4,145 | (3) (3) | Class A Common Stock | 4,145 |
| Restricted Stock Units | (2) | 05/25/2011 | | D | 3,018 | (3) (3) | Class A Common Stock | 3,018 |
| Restricted Stock Units | (2) | 05/25/2011 | | D | 2,325 | (3) (3) | Class A Common Stock | 2,325 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY JAMES TIMOTHY 64 BOGGS HILL ROAD NEWTOWN, CT 06470 | | X | | |

Signatures

/s/ Carl F. Berglind, as attorney-in-fact
Date: 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.

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(2) Each Restricted Stock Unit represents the right to receive one share of the issuer's Class A Common Stock.

Pursuant to the merger agreement, the Restricted Stock Units became vested in full at the effective time of the merger (to the extent not

(3) previously vested) and were cancelled in exchange for a cash payment equal to \$64.00 times the number of shares of Class A Common Stock subject to such Restricted Stock Units.

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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