

SCHEUING RICHARD S

Form 4

September 27, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHEUING RICHARD S

(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)
09/26/2005

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 _____ Other (specify
below) below)

Vice President, R & D

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)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	09/26/2005		M		20,000	A	\$ 5.875	20,000	D
Common Shares	09/26/2005		M		10,000	A	\$ 3.56	30,000	D
Common Shares	09/26/2005		S		100	D	\$ 24.058	29,900	D
Common Shares	09/26/2005		S		600	D	\$ 23.91	29,300	D
Common Shares	09/26/2005		S		300	D	\$ 23.89	29,000	D

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Common Shares	09/26/2005	S	100	D	\$ 23.83	28,900	D
Common Shares	09/26/2005	S	300	D	\$ 23.79	28,600	D
Common Shares	09/26/2005	S	100	D	\$ 23.8	28,500	D
Common Shares	09/26/2005	S	106	D	\$ 23.73	28,394	D
Common Shares	09/26/2005	S	953	D	\$ 23.71	27,441	D
Common Shares	09/26/2005	S	400	D	\$ 23.7	27,041	D
Common Shares	09/26/2005	S	100	D	\$ 23.69	26,941	D
Common Shares	09/26/2005	S	300	D	\$ 23.626	26,641	D
Common Shares	09/26/2005	S	4,047	D	\$ 23.62	22,594	D
Common Shares	09/26/2005	S	600	D	\$ 23.68	21,994	D
Common Shares	09/26/2005	S	21,294	D	\$ 23.67	700	D
Common Shares	09/26/2005	S	100	D	\$ 23.64	600	D
Common Shares	09/26/2005	S	500	D	\$ 23.632	100	D
Common Shares	09/26/2005	S	100	D	\$ 23.63	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)

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 5.875	09/26/2005	M		20,000		<u>(1)</u>	04/02/2008	Common Shares	20,000
Employee stock option (right to buy)	\$ 3.56	09/26/2005	M		10,000		<u>(2)</u>	05/20/2009	Common Shares	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHEUING RICHARD S C/O SOMANETICS CORPORATION 1653 EAST MAPLE ROAD TROY, MI 48083			Vice President, R & D	

Signatures

Richard S.
Scheuing

09/27/2005

__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 three equal annual installments beginning April 2, 1999.

(2) The option vested in three equal annual installments beginning May 20, 2000.

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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