I TRAX INC Form 4 May 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hotz Peter M Issuer Symbol I TRAX INC [DMX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 4 HILLMAN DRIVE, SUITE 130 04/30/2008 below) **EVP & Chief Operating Officer** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Zip)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHADDS FORD, PA 19317

(State)

(City)

| (City) | (State) (2 | Zip) Table | e I - Non-D | erivative Securities Ac | quired, Disposed o | of, or Beneficial | ly Owned |
|--------------------------------------|---|------------------------|--------------------|---|--|----------------------------------|----------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, if any | Code | 4. Securities Acquired on(A) or Disposed of (D) | Securities Beneficially | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
| | | (Month/Day/Year) | (Instr. 8) Code V | (Instr. 3, 4 and 5) (A) or Amount (D) Price | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock | 04/30/2008 | | U | 14,800 D \$ 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8 1 5 (|
|---|---|--------------------------------------|---|---|-----|--------|--|--------------------|---|-------------------------------------|------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option - right to buy | \$ 3.09 | 04/30/2008 | | D | | 70,000 | <u>(1)</u> | 08/08/2016 | Common Stock | 70,000 | |
| Option - right to buy | \$ 3.6 | 04/30/2008 | | D | | 19,000 | <u>(1)</u> | 08/13/2017 | Common Stock | 19,000 | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hotz Peter M 4 HILLMAN DRIVE SUITE 130 CHADDS FORD, PA 19317

EVP & Chief Operating Officer

Signatures

/s/ Yuri Rozenfeld, As attorney in fact for Peter Hotz

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).

These options were canceled pursuant to the Agreement and Plan of Merger, dated March 14, 2008, among Walgreen Co. ("Walgreens"),

(1) Putter Acquisition Sub, Inc. and I-trax, Inc. ("I-trax"), in exchange for a cash payment of \$195,900 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.

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.

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