

PARZYBOK WILLIAM G JR

Form 4/A

April 16, 2012

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 *
PARZYBOK WILLIAM G JR2. Issuer Name and Ticker or Trading
Symbol
SONOSITE INC [SONO]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

21919 30TH DR SE

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2012

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/27/20126. Individual or Joint/Group Filing(Check
Applicable Line)

BOTHELL, WA 98021

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(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)
Common Stock	02/15/2012		U	(A) or (D) Amount (1) 4,999	\$ 54 0	D	
Common Stock	02/15/2012		U	13,759	\$ 54 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 displays a currently valid OMB control 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 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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options	\$ 18.51	02/15/2012		D	2,201	(2) 04/30/2013	Common Stock	2,201
Non-Qualified Stock Options	\$ 19.345	02/15/2012		D	10,000	(2) 04/27/2014	Common Stock	10,000
Non-Qualified Stock Options	\$ 27	02/15/2012		D	10,000	(2) 04/26/2015	Common Stock	10,000
Non-Qualified Stock Options	\$ 37.45	02/15/2012		D	10,000	(2) 04/25/2016	Common Stock	10,000
Non-Qualified Stock Options	\$ 29.83	02/15/2012		D	10,000	(2) 04/24/2017	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARZYBOK WILLIAM G JR 21919 30TH DR SE BOTHELL, WA 98021		X		

Signatures

Shannon Atchison, Attorney-In-Fact for William G.
Parzybok, Jr. 04/16/2012

__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).

In connection with an offer to purchase (the "Tender Offer"), each outstanding restricted stock unit ("RSU") became immediately vested (1) on February 15, 2012 and has automatically converted into the right to receive an amount equal to the product of the number of shares subject to the RSU and \$54.00 (the "Offer Price").

In connection with the Tender Offer, each outstanding option, whether vested or unvested, became fully vested and cancelled on February (2) 15, 2012 and the holder received the right to receive from the issuer an amount equal to the product of the number of shares subject to the option and the amount by which the Offer Price exceeded the exercise price.

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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