

VITAL SIGNS INC
Form 4
November 03, 2008

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 *
WALL TERENCE D

(Last) (First) (Middle)

C/O VITAL SIGNS, INC., 20
CAMPUS ROAD

(Street)

TOTOWA, NJ 07512

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VITAL SIGNS INC [VITL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2008

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)
CEO

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 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 Stock | 10/30/2008 | | D ⁽¹⁾ | | 1,031,947 | D | \$ 74.5 |
| Common Stock | 10/30/2008 | | D ⁽¹⁾ | | 690,748 | D | \$ 74.5 |
| Common Stock | 10/30/2008 | | D ⁽¹⁾ | | 36,893 ⁽²⁾ | D | \$ 74.5 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Options (right to buy) | \$ 52.56 | 10/30/2008 | | D ⁽³⁾ | 20,000 | ⁽⁴⁾ | 05/08/2018 | Common Stock | 20,000 |
| Common Stock Options (right to buy) | \$ 49.48 | 10/30/2008 | | D ⁽³⁾ | 75,000 | ⁽⁵⁾ | 07/05/2016 | Common Stock | 75,000 |
| Common Stock Options (right to buy) | \$ 41.26 | 10/30/2008 | | D ⁽³⁾ | 50,000 ⁽⁶⁾ | ⁽⁵⁾ | 02/08/2015 | Common Stock | 50,000 |
| Common Stock Options (right to buy) | \$ 29 | 10/30/2008 | | D ⁽³⁾ | 7,758 | ⁽⁷⁾ | 08/30/2011 | Common Stock | 7,758 |
| Common Stock Options (right to buy) | \$ 21.25 | 10/30/2008 | | D ⁽³⁾ | 24,916 | ⁽⁸⁾ | 02/02/2010 | Common Stock | 24,916 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | CEO | |

WALL TERENCE D
C/O VITAL SIGNS, INC.
20 CAMPUS ROAD
TOTOWA, NJ 07512

Signatures

/s/ Terence D. Wall, By: Laura R. Kuntz, Esq.,
Attorney-in-Fact

10/30/2008

__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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated July 23, 2008 by and among General Electric Company, Tonic Acquisition Corp and Vital Signs, Inc. (the "Company"), at the Effective Time (as defined in the Merger Agreement), each share of the Company's common stock issued and outstanding was automatically converted into the right to receive \$74.50 in cash, without interest (the "Merger Consideration").

(2) The number of shares held by Mr. Wall in the 401(k) plan is estimated.

(3) Pursuant to the Merger Agreement, at the Effective Time, each outstanding option to purchase the Company's common stock ("Company Stock Option"), whether or not then vested or exercisable, was cancelled and terminated and converted into the right to receive an amount of cash equal to the excess of the Merger Consideration over the exercise price of such Company Stock Option, multiplied by the number of shares of common stock covered by such Company Stock Option less applicable taxes required to be withheld.

(4) These options vest in four equal annual installments starting May 8, 2009.

(5) These options vest in 25% installments beginning one year from the date of grant.

(6) These options were reported in the Schedule 14A filed with the Securities and Exchange Commission on April 3, 2006.

(7) These options were granted pursuant to the Company's Investment Plan and are exercisable as described in such Plan.

(8) These options became exercisable in full on 2/3/02.

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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