

GOLDSMITH DAVID L

Form 4

October 10, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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if no longer  
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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 \*  
**GOLDSMITH DAVID L**

(Last) (First) (Middle)

**C/O ENDOCARE, INC., 201  
TECHNOLOGY DRIVE**

(Street)

**IRVINE, CA 92618**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ENDOCARE INC [ENDO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/06/2006**

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)

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units <u>(1)</u>	<u>(2)</u>	10/06/2006			A		7,512.63		<u>(3)</u>	<u>(3)</u>	Common Stock	7,512.63

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH DAVID L C/O ENDOCARE, INC. 201 TECHNOLOGY DRIVE IRVINE, CA 92618	X			

## Signatures

Clint B. Davis, as  
attorney-in-fact

10/10/2006

                    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) Granted under the Company's Non-Employee Director Deferred Stock Unit Program (the "Director DSU Program"), which is described in the Form 8 K filed by the Company on May 22, 2006. The Deferred Stock Units covered by this Form 4 represent director fees earned during the quarter ended September 30, 2006, which Mr. Goldsmith elected to receive in the form of Deferred Stock Units instead of cash.

(2) Each Deferred Stock Unit reflects the right to receive one share of Common Stock in the future, subject to the terms and conditions of the Director DSU Program.

(3) The DSU "payout date" is the earlier of (i) January 4, 2011, or (ii) as soon as administratively practicable following Mr. Goldsmith's separation from service (but in no event earlier than June 17, 2008).

(4) Not applicable.

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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