ENDOCARE INC Form 4 February 23, 2007

FORM 4

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

SECURITIES

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rodriguez Michael R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			ENDOCARE INC [ENDO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•			
			(Month/Day/Year)	Director 10% Owner			
C/O ENDOCARE, INC., 201			02/21/2007	_X_ Officer (give title Other (specify			
TECHNOLO	GY DRIVE	Ξ		below) below) SVP, Finance and CFO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting Person			
IRVINE, CA 92618				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owne			

	17 Table	: 1 - Non-De	erivative Securities Ac	equirea, Disposea	oi, or Beneficial	ny Ownea
2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
	any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
				Following	(Instr. 4)	(Instr. 4)
			()	Reported		
				Transaction(s)		
		Code V		(Instr. 3 and 4)		
02/21/2007		M	3,473 A (1)	3,473	D	
	(Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8)	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (A) or (Code Disposed of (D)) (Month/Day/Year) 2. Transaction Date (A) or (D) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) (Instr. 3 and 4) (Instr. 3 and 4)	(Month/Day/Year) Execution Date, if any (Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) (A) Transaction(S) (Instr. 3 and 4) (A) Transaction(S) (Instr. 3 and 4)

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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2.	3. Transaction Date	3A. Deemed	4.	5. N	umber of	6. Date Exer	cisable and	7. Title and A	Amount of
Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDeri	vative	Expiration D	ate	Underlying S	Securities
or Exercise		any	Code	Secu	ırities	(Month/Day	Year)	(Instr. 3 and	4)
Price of		(Month/Day/Year)	(Instr. 8)	Acq	uired (A) or				
Derivative				Disp	osed of (D)				
Security				(Inst	r. 3, 4, and				
				5)					
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
				` /	, ,				
(2)	02/21/2007		M		9,616.98	(2)	02/21/2007	Common Stock	9,616.9
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year)	Conversion or Exercise any Code Price of (Month/Day/Year) Execution Date, if any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security Code V	Conversion or Exercise Price of Derivative Security Code V (A) Execution Date, if any Code Security Execution Date, if Code Security (Instr. 8) Acquiration Dispropriate (Instr. 8) Code V (A)	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Code Securities (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) Code V (A) Code V (D)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Expiration D (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion or Exercise Price of Derivative Security Execution Date, if any (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) (Month/Day/Year) Expiration Date (Month/Day/Year) (Month/Day/Year) Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) Date Expiration Exercisable Date	Conversion or Exercise any Code Securities (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) Acquired (A) or Derivative Security (Month/Day/Year) (Instr. 3, 4, and 5) Code V (A) (D) Expiration Date (Month/Day/Year) (Instr. 3 and Securities) (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Exercisable Date Title Common

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rodriguez Michael R C/O ENDOCARE, INC. 201 TECHNOLOGY DRIVE IRVINE, CA 92618

SVP, Finance and CFO

Signatures

Michael R. Rodriguez 02/23/2007

**Signature of Date
Reporting Person

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) Represent shares earned under the Employee DSU Program. The shares are not actually issued to Mr. Rodriguez until June 30, 2008, subject to the terms and conditions of the Employee DSU Program.
- (2) Each Deferred Stock Unit reflected the right to receive one share of Common Stock in the future, subject to the terms and conditions of the Employee DSU Program.

Remarks:

This Form 4 is being filed to report the vesting of 3,473.72 of the 9,616.98 deferred stock units (DSU) granted to Mr. Rodrigue 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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