

Emergency Medical Services CORP
 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 *
BENSON KEVIN E

(Last) (First) (Middle)

C/O EMERGENCY MEDICAL SERVICES CORP., 6200 S. SYRACUSE WAY, SUITE 200

(Street)

GREENWOOD VILLAGE, CO 80111-4737

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Emergency Medical Services CORP [EMS]

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)

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 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)

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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 of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr
Restricted Stock Units	(1)	10/30/2008(2)		A	2,374	(3) (3)	Common Stock	2,374

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENSON KEVIN E C/O EMERGENCY MEDICAL SERVICES CORP. 6200 S. SYRACUSE WAY, SUITE 200 GREENWOOD VILLAGE, CO 80111-4737	X			

Signatures

/s/ Todd G. Zimmerman, as
attorney-in-fact

11/03/2008

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) Each Restricted Stock Unit represents the right to receive one share of the Issuer's class A common stock.

Pursuant to the terms of the Issuer's Non-Employee Director Compensation Program, on October 30, 2008, the terms of the grant of the

(2) Restricted Stock Units were finalized based upon the Issuer's closing stock price as of May 27, 2008, the day before the Issuer's 2008 annual meeting of stockholders.

The Restricted Stock Units will vest on the date of the Issuer's 2009 annual meeting of stockholders, immediately prior to the vote for directors, if the reporting person has been a director for the entire remaining year and has attended at least 75% of the meetings held by

(3) the Board of Directors and the Board committees on which he serves, and will be paid at that time in shares of the Issuer's class A common stock unless the reporting person has made an election to defer the receipt of such shares at the time and in the manner provided by the Board of Directors.

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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