

VITAL SIGNS INC
Form 4
November 03, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Sturm Jay

(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
X Officer (give title below) ___ Other (specify below)

General Counsel and VP, HR

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership 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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Common Stock Options (right to buy)	\$ 52.56	10/30/2008	D	(1)	(2)	05/08/2018	Common Stock	4,000
Common Stock Options (right to buy)	\$ 27.51	10/30/2008	D	(1)	(3)	03/04/2013	Common Stock	18,750
Common Stock Options (right to buy)	\$ 49.98	10/30/2008	D	(1)	(4)	07/05/2016	Common Stock	15,000
Common Stock Options (right to buy)	\$ 52.1	10/30/2008	D	(1)	(5)	04/02/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sturm Jay C/O VITAL SIGNS, INC. 20 CAMPUS ROAD TOTOWA, NJ 07512			General Counsel and VP, HR	

Signatures

/s/ Jay Sturm, 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).

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- 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
- (1) 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 \$74.50, without interest (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.
 - (2) These options vest in four equal annual installments beginning on May 8, 2009.
 - (3) These options are currently exercisable.
 - (4) These options vest in four equal annual installments beginning on July 5, 2007.
 - (5) These options vest in four equal annual installments beginning on April 2, 2008.

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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