Owen Randel G Form 4 May 27, 2011

### FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

**SECURITIES** 

burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Owen Randel G

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

**Emergency Medical Services CORP** 

(Check all applicable)

[EMS]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

Chief Financial Officer

(Month/Day/Year)

05/25/2011

below)

Beneficial

Ownership

(Instr. 4)

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

4. If Amendment, Date Original

D

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**GREENWOOD** 

(City)

VILLAGE, CO 80111-4737

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Indirect (I) Owned Following (Instr. 4)

Reported (A) Transaction(s) or

0

(Instr. 3 and 4)

Code V (D) Price Amount

D

<u>(1)</u>

Class A

Common 05/25/2011

31.036

D

Stock

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.

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# 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 or 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
Stock option (right to buy)	\$ 6.67	05/25/2011		D	130,542	<u>(2)</u>	02/10/2015	Class A Common Stock	130,542
Stock option (right to buy)	\$ 29.65	05/25/2011		D	18,750	<u>(4)</u>	03/12/2019	Class A Common Stock	18,750
Stock option (right to buy)	\$ 56.34	05/25/2011		D	18,750	<u>(5)</u>	05/18/2020	Class A Common Stock	18,750

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Owen Randel G C/O EMERGENCY MEDICAL SERVICES CORP. 6200 S. SYRACUSE WAY, SUITE 200 GREENWOOD VILLAGE, CO 80111-4737

Chief Financial Officer

## **Signatures**

/s/ Randel G. 05/26/2011

\*\*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) Disposed of pursuant to the merger agreement dated as of February 13, 2011, by and among the issuer, CDRT Acquisition Corporation and CDRT Merger Sub, Inc. in exchange for the merger consideration of \$64.00 per share in cash.
- (2) The option is fully vested.

(3)

Reporting Owners 2

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Pursuant to the merger agreement, the option became vested in full at the effective time of the merger (to the extent not previously vested) and was cancelled in exchange for a cash payment equal to (i) the excess of (a) \$64.00 over (b) the exercise price per share under the option, multiplied by (ii) the number of shares of the issuer's Class A Common Stock subject to the option.

- (4) The option vests ratably on the first four anniversaries of the grant date, beginning on March 12, 2010.
- (5) The option vests ratably on the first four anniversaries of the grant date, beginning on May 18, 2011.

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.