

Adelson James F
Form 3
February 03, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Heyman Stephen J		(Month/Day/Year)	COMPUMED INC [CMPT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
15 EAST 5TH STREET, SUITE 3200		01/01/2009	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
TULSA,Â OKÂ 74103			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	121,775	I	By Boston Avenue Capital LLC
Common Stock	63,500	I	By Yorktown Avenue Capital, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Class D 2% Convertible Preferred Stock	03/12/2007	∧ ⁽¹⁾	Common Stock	8,334,000	\$ 0	I	By Boston Avenue Capital LLC
Common Stock Purchase Warrant dated 3/12/2007 (right to buy)	03/12/2007	03/12/2012	Common Stock	4,167,000	\$ 0.3	I	By Boston Avenue Capital LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heyman Stephen J 15 EAST 5TH STREET, SUITE 3200 TULSA, OK 74103	∧	∧ X	∧	∧
Adelson James F 15 EAST 5TH STREET, SUITE 3200 TULSA, OK 74103	∧	∧ X	∧	∧

Signatures

Paula L. Skidmore, Attorney-in-Fact for each of the Reporting Persons 02/03/2010

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The conversion right of the Class D 2% Convertible Preferred Stock does not expire.

∧

Remarks:
This is a joint filing with Mr. Stephen J. Heyman as the designated filer. Also included in this

Messrs. Heyman and Adelson are the sole managers of Boston Avenue Capital LLC and Yorktown

Exhibit List

24.1 Power of Attorney, dated December 2, 2009, by Stephen J. Heyman

24.2 Power of Attorney, dated December 2, 2009, by James F. Adelson

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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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