

SABO ROBERT J
 Form 4
 December 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
 SABO ROBERT J

2. Issuer Name and Ticker or Trading Symbol
 METROPOLITAN HEALTH NETWORKS INC [MDF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 777 YAMATO ROAD, SUITE 510
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/21/2012

____ Director
 ____ Officer (give title below) Other (specify below)
 Former Chief Financial Officer

BOCA RATON, FL 33431

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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: Indirect or Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/21/2012		D		294,870 <u>(1)</u> <u>(2)</u>	D	\$ 11.25
					0	D	

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	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (Right to Buy)	\$ 8.29	12/21/2012		D	45,000	(3)	03/04/2022	Common Stock	45,000
Employee Stock Options (Right to Buy)	\$ 4.97	12/21/2012		D	60,800	(3)	02/28/2021	Common Stock	60,800
Employee Stock Options (Right to Buy)	\$ 2.4	12/21/2012		D	109,300	(3)	02/24/2020	Common Stock	109,300
Employee Stock Options (Right to Buy)	\$ 1.62	12/21/2012		D	114,300	(3)	02/05/2019	Common Stock	114,300
Employee Stock Options (Right to Buy)	\$ 2.31	12/21/2012		D	48,600	(3)	02/11/2018	Common Stock	48,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SABO ROBERT J 777 YAMATO ROAD SUITE 510 BOCA RATON, FL 33431			Former Chief Financial Officer	

Signatures

/s/ Robert J.
Sabo

12/24/2012

**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) On December 21, 2012, Metropolitan Health Networks, Inc. (the "Issuer") merged with and into Miner Acquisition Subsidiary, Inc. ("Merger Subsidiary"), a wholly-owned subsidiary of Humana Inc. ("Humana"), pursuant to the Agreement and Plan of Merger, dated November 3, 2012, by and among the Issuer, Humana and Merger Subsidiary. Pursuant to the Merger Agreement, at the effective time of the Merger, each outstanding share of the Company's common stock (other than shares of Common Stock owned by Metropolitan, Humana or Merger Subsidiary or any of their respective subsidiaries) was converted into the right to receive an amount in cash equal to \$11.25, without interest and less any required withholding taxes.

(2) Includes 147,130 restricted shares of the Issuer's common stock. Pursuant to the Merger Agreement, each outstanding restricted share of the Issuer's Common Stock became fully vested and, at the effective time of the Merger, was converted into the right to receive an amount in cash equal to \$11.25, without interest and less any required withholding taxes.

(3) Pursuant to the Merger Agreement, each outstanding option to purchase shares of Common Stock became fully vested and exercisable and, at the effective time of the Merger, was cancelled in exchange for the right to receive an amount in cash equal to \$11.25 less the per share exercise price of the option, without interest and less any required withholding taxes.

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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