

VISTACARE, INC.
Form 4
March 07, 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 *
SLAGER RICHARD R

(Last) (First) (Middle)

C/O VISTACARE, INC., 4800 N. SCOTTSDALE RD., SUITE 5000

(Street)

SCOTTSDALE, AZ 85251

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISTACARE, INC. [VSTA]

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2008

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)

Chairman, President & CEO

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)	Price			
				Code	V	Amount	(D)	Price
Class A Common Stock						D		
Class A Common Stock					78,850	D		
Class A Common Stock					47,500	D		
Class A Common Stock	03/06/2008	03/06/2008	U	47,500 (1)	\$ 8.6	D		0

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

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(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 (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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 3.75					06/07/2002	06/07/2011	Class A Common Stock	480
Employee Stock Option (right to buy)	\$ 3.75	03/06/2008	03/06/2008	U	165,334 (2)	06/07/2002	03/06/2008 ⁽³⁾	Class A Common Stock	165,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLAGER RICHARD R C/O VISTACARE, INC. 4800 N. SCOTTSDALE RD., SUITE 5000 SCOTTSDALE, AZ 85251	X		Chairman, President & CEO	

Signatures

Matthew Holman,
Attorney-in-Fact

03/07/2008

__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).

For tender of restricted shares: Under the Merger Agreement, each award of restricted common stock granted under the Issuer stock plans, together with the associated rights, automatically vests in full immediately prior to the date on which Purchaser accepts for payment all Shares validly tendered pursuant to the tender offer and may be tendered in the tender offer at the Offer Price.

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- (2) Includes reduction of beneficial options by 165,334 shares pursuant to Divorce Decree Settlement Agreement dated August 30, 2007.

For options that vest at the Effective Time: Under the Merger Agreement, each outstanding stock option of the Issuer ("Stock Option") that remains outstanding immediately prior to the effective time ("Effective Time") of the merger between Purchaser and Issuer (the

- (3) "Merger") vests in full, is automatically cancelled and entitles the holder thereof to a cash payment by the surviving corporation of the Merger. The amount payable for each such Stock Option is equal to (i) the excess, if any, of (x) the Offer Price over (y) the exercise price per Share subject to such Stock Option, multiplied by (ii) the total number of Shares subject to the Stock Option immediately prior to the Effective Time

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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