

CARTEE Paul E  
Form 4  
December 27, 2010

**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 \*  
CARTEE Paul E

2. Issuer Name and Ticker or Trading Symbol  
NightHawk Radiology Holdings Inc [NHWK]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP, General Counsel & Sec.

(Last) (First) (Middle)  
4900 SCOTTSDALE ROAD, SUITE 6000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/22/2010

SCOTTSDALE, AZ 85251

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

(City) (State) (Zip)

**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)
			Code	V	Amount or Price		
Common Stock	12/22/2010		D		67,886 (1)	D	
Common Stock	12/22/2010		D		8,806 (2)	D	

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

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(9-02)

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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 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)	8. Amount or Number of Shares
Stock Option	\$ 3.6	12/22/2010		D	70,000	<sup>(4)</sup> 05/04/2019	Common Stock	70,000
Stock Option	\$ 3.63	12/22/2010		D	7,779	<sup>(4)</sup> 03/17/2015	Common Stock	7,779

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTEE Paul E 4900 SCOTTSDALE ROAD, SUITE 6000 SCOTTSDALE, AZ 85251			Sr. VP, General Counsel & Sec.	

## Signatures

/s/ Paul E. Cartee,  
Attorney-in-Fact  
Date: 12/27/2010

\*\*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) These shares are subject to a Restricted Stock Unit grant representing a contingent right to receive shares of NHWK common stock upon vesting.
- (2) Disposed of pursuant to the Agreement and Plan of Merger, dated as of September 26, 2010, by and among the Issuer, Virtual Radiologic Corporation, a Delaware corporation, and Eagle Merger Sub Corporation, a Delaware corporation and a wholly-owned subsidiary of Virtual Radiologic Corporation (the "Merger Agreement"), pursuant to which each outstanding share of the Issuer's Common Stock was canceled and converted into the right to receive \$6.50 in cash, without interest.
- (3) Pursuant to the Merger Agreement, each restricted stock unit shall be converted into the right to receive \$6.50 in cash, less withholding taxes.
- (4) Pursuant to the Merger Agreement, each outstanding option, vested or unvested, was cancelled and converted into the right to receive an amount in cash, without interest, equal to the product of (x) the excess, if any, of (A) \$6.50 less (B) the exercise price per share attributable to such option, multiplied by (y) the total number of shares issuable upon exercise in full of such option.

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.