

I TRAX INC
Form 4
May 15, 2007

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 *
MARTIN FRANK A

(Last) (First) (Middle)

C/O I-TRAX, INC., 4 HILLMAN DRIVE, SUITE 130

(Street)

CHADDS FORD, PA 19317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
I TRAX INC [AMEX: DMX]

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2007

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

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 or Disposed of (A) or (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| I-trax Common Stock | 02/06/2007 | | G | V 2,000 D \$ 0 | 843,780 | D | |
| I-trax Common Stock | 02/06/2007 | | G | V 811 D \$ 0 | 842,969 | D | |
| I-trax Common Stock | 03/01/2007 | | G | V 10,000 D \$ 0 | 832,969 | D | |
| I-trax Common | 03/01/2007 | | G | V 10,000 D \$ 0 | 822,969 | D | |

| | | | | | | | | |
|---------------------------|------------|--|-----|---------|---|-------------------|---------|---|
| Stock | | | | | | | | |
| I-trax Common Stock | 03/01/2007 | | G V | 5,500 | D | \$ 0 | 817,469 | D |
| I-trax Common Stock | 03/16/2007 | | G V | 10,000 | D | \$ 0 | 807,469 | D |
| I-trax Common Stock | 05/14/2007 | | M | 103,000 | A | \$ 2.5 (1) | 910,469 | D |
| I-trax Common Stock | 05/14/2007 | | F | 57,762 | D | \$ 4.46 (1) | 852,707 | D |

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant (right to buy) | \$ 2.5 | 05/14/2007 | | M | 103,000 | 06/25/2001 | 06/25/2007 | Common Stock | 103,000 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN FRANK A C/O I-TRAX, INC. 4 HILLMAN DRIVE, SUITE 130 CHADDS FORD, PA 19317 | X | | Chairman | |

Signatures

Frank A. Martin

05/15/2007

**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) The reporting person exercised a warrant using the warrant's cashless exercise feature.
- (2) The reporting person acquired the warrant in 2001 as consideration for loaning the Company money for working capital. The loan and the warrant were approved by the Company's Board of Directors.

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.