SOMANETICS CORP
Form SC 13G/A
February 12, 2009
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Somanetics Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

834445405
(CUSIP Number)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

x Rule 13d-1(b)

¨ Rule 13d-1(c)

¨ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 834445405

1 NAME OF REPORTING PERSON
Manulife Financial Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ¨

2 (b) ¨

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

Number of Shares Beneficially Owned by Each Reporting Person With	**5**	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None, except through its indirect, wholly-owned subsidiaries, MFC Global Investment Management (U.S.A.) Limited
and MFC Global Investment Management (U.S.), LLC

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
See line 9 above.

12 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS

CUSIP No. 834445405

1 NAME OF REPORTING PERSON

MFC Global Investment Management (U.S.A.) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ¨ (b) ¨

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

Number of Shares Beneficially Owned by Each Reporting Person With	**5**	SOLE VOTING POWER	6,754
	6	SHARED VOTING POWER	-0-
	7	SOLE DISPOSITIVE POWER	6,754
	8	SHARED DISPOSITIVE POWER	-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,754

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.06%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS

CUSIP No. 834445405

1 NAME OF REPORTING PERSON
MFC Global Investment Management (U.S.), LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ¨ (b) ¨

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	**5**	SOLE VOTING POWER 259,958
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER 259,958
	8	SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
259,958

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
2.16%

12 TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS

Item 1(a) Name of Issuer:
Somanetics Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:
1653 East Maple Road

Troy, Michigan 48083-4208

Item 2(a) Name of Person Filing:
This filing is made on behalf of Manulife Financial Corporation ("MFC") and MFC's indirect, wholly-owned subsidiaries, MFC Global Investment Management (U.S.A.) Limited ("MFC Global (U.S.A.)") and MFC Global Investment Management (U.S.), LLC ("MFC Global (U.S.)").

Item 2(b) Address of Principal Business Office:
The principal business offices of MFC and MFC Global (U.S.A.) are located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.
The principal business office of MFC Global (U.S.) is located at 101 Huntington Avenue, Boston, Massachusetts 02199.

Item 2(c) Citizenship:
MFC and MFC Global (U.S.A.) are organized and exist under the laws of Canada.
MFC Global (U.S.) is organized and exists under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
834445405

Item 3 If this statement is being filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

MFC:	(g) (X)	a parent holding company in accordance with §240.13d-1(b)(1)(ii)(G).
MFC Global (U.S.A.):	(e) (X)	an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
MFC Global (U.S.):	(e) (X)	an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

Item 4 Ownership:

(a) Amount Beneficially Owned: MFC Global (U.S.A.) has beneficial ownership of 6,754 shares of Common Stock and MFC Global (U.S.) has beneficial ownership of 259,958 shares of Common Stock. Through its parent-subsidiary relationship to MFC Global (U.S.A.) and MFC Global (U.S.), MFC may be deemed to have beneficial ownership of these same shares.

(b) Percent of Class: Of the 12,042,662 shares outstanding as of February 11, 2009, according to the issuer's Annual Report on Form 10-K for the fiscal year ended November 30, 2008, MFC Global (U.S.A.) held 0.06% and MFC Global (U.S.) held 2.16%.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:
MFC Global (U.S.A.) and MFC Global (U.S.) each has sole power to vote or to direct the voting of the shares of Common Stock beneficially owned by each of them.

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:
MFC Global (U.S.A.) and MFC Global (U.S.) each has sole power to dispose or to direct the disposition of the shares of Common Stock beneficially owned by each of them.

(iv) shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6 Ownership of More than Five Percent on Behalf of Another Person:
Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:
See Items 3 and 4 above.

Item 8 Identification and Classification of Members of the Group:
Not applicable.

Item 9 Notice of Dissolution of Group:
Not applicable.

Item 10 Certification:
By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Manulife Financial Corporation

	By:	/s/ Kenneth G. Pogrin
	Name:	Kenneth G. Pogrin
Dated: February 12, 2009	Title:	Attorney in Fact*

MFC Global Investment Management (U.S.A.) Limited

	By:	/s/ Kenneth G. Pogrin
	Name:	Kenneth G. Pogrin
Dated: February 12, 2009	Title:	General Counsel and Secretary

MFC Global Investment Management (U.S.), LLC

	By:	/s/ William E. Corson
	Name:	William E. Corson
Dated: February 12, 2009	Title:	Vice President and Chief Compliance Officer

* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.

EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, MFC Global Investment Management (U.S.A.) Limited and MFC Global Investment Management (U.S.), LLC agree that the Schedule 13G (Amendment No. 2) to which this Agreement is attached, relating to the Common Stock of Somanetics Corporation, is filed on behalf of each of them.

Manulife Financial Corporation

	By:	/s/ Kenneth G. Pogrin
	Name:	Kenneth G. Pogrin
Dated: February 12, 2009	Title:	Attorney in Fact*

MFC Global Investment Management (U.S.A.) Limited

	By:	/s/ Kenneth G. Pogrin
	Name:	Kenneth G. Pogrin
Dated: February 12, 2009	Title:	General Counsel and Secretary

MFC Global Investment Management (U.S.), LLC

	By:	/s/ William E. Corson
	Name:	William E. Corson
Dated: February 12, 2009	Title:	Vice President and Chief Compliance Officer

* Signed pursuant to a Power of Attorney dated January 17, 2008 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 24, 2008.