

NightHawk Radiology Holdings Inc
Form 5
February 13, 2008

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
MAYLEBEN TIMOTHY M

(Last) (First) (Middle)

250 NORTHWEST BLVD, #202

(Street)

COEUR D'ALENE, ID 83814

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2007

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)
Chief Operating Officer

6. Individual or Joint/Group Reporting

(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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2007 ⁽¹⁾	Â	A ⁽¹⁾	0 ⁽¹⁾ D \$ 0 8,165	D	Â	

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

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SEC 2270
(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 (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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (right to buy)	\$ 21.75	02/21/2007	Â	A	Â 325,000	Â (2) 02/21/2017	Common Stock 325,
Restricted Stock Unit	Â	02/21/2007	Â	A	Â 25,000	Â (4) 02/21/2017	Common Stock 25,
Employee Stock Option (right to buy)	\$ 3.62	03/22/2005	Â	A	Â 36,000	Â (5) 03/22/2015	Common Stock 36,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYLEBEN TIMOTHY M 250 NORTHWEST BLVD, #202 COEUR D'ALENE, ID 83814	Â X	Â	Â Chief Operating Officer	Â

Signatures

Paul E. Cartee,
Attorney-in-Fact

02/13/2008

**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).
- (1) The share amounts reported in Table I of Form 5 report the shares owned by the reporting person as of December 31, 2007.
- (2) The option will become exercisable as to 1/3 of the total shares on January 8, 2008 with 1/36 of the shares becoming exercisable each monthly anniversary thereafter.
- (3) Each Restricted Stock Unit represents a contingent right to receive one (1) share of NHWK Common Stock upon vesting.
- (4) This restricted stock unit grant will vest in three equal annual installments beginning on February 21, 2008.
- (5) The option became exercisable as to 1/3 of the total shares on March 22, 2006 with 1/36 of the shares becoming exercisable each monthly anniversary thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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