

I TRAX INC
Form 4
May 15, 2007

FORM 4

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).

**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
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(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 (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 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	

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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 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.

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