RESPIRONICS INC

Form 4

February 08, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MANGUM MYLLE H

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

RESPIRONICS INC [RESP]

(First) (Middle) (Last)

(Street)

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

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

1770 INDIAN TRAIL ROAD, SUITE 300

4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

11/17/2006

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

NORCROSS, GA 30093

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

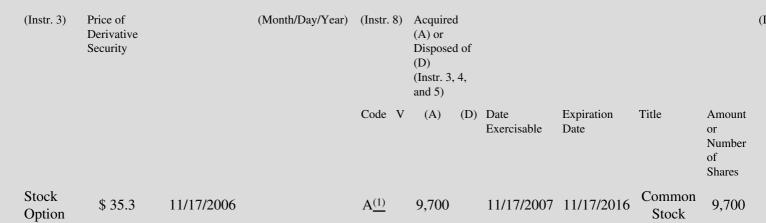
5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANGUM MYLLE H 1770 INDIAN TRAIL ROAD SUITE 300 NORCROSS, GA 30093	X			

Signatures

Dorita A. Pishko; Attorney-in-Fact 02/08/2007

**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) Non-Employee Director Incentive Stock Option Grant of 9,700 shares; shares vest over a three-year period: 25% year 1, 25% year 2 and 50% year 3.

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. Ze="2">**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).(1)Purchased as part of a unit in a transaction among certain private parties as purchasers and Paperboy Ventures LLC as the seller. Each unit consists of one share of common stock and 10.69% warrant coverage and was purchased at a price of \$0.70. The unit price has been allocated between the common stock and the warrant as follows: \$0.687 per share of common stock and \$0.013 for the warrant to purchase 10.69% of a share of common stock (representing a warrant purchase price of \$0.125 per share of common stock underlying the warrant).(2)Patrick G. Enright is a managing member of Longitude Capital Partners, LLC ("Longitude Capital"), the sole general partner of each of Longitude Venture Partners, L.P. ("LVP"), and Longitude Capital Associates, L.P. ("LCA"). LVP is the record holder of \$,431,500 of the shares of common stock and LCA is the record holder of 91,232 of the shares of common stock. Mr. Enright serves on the Board of Directors of the Issuer as the nominee of LVP. Mr. Enright disclaims beneficial ownership of the securities of the Issuer held, and previously reported, by Longitude Capital, LVP and LCA, except to the extent of his pecuniary interest therein.(3)Immediately.(4)LVP is the record holder of 9,750 warrants.

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