

INTEGRAMED AMERICA INC
Form 4
September 20, 2012

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 *
HIGHAM JAY

2. Issuer Name and Ticker or Trading Symbol
INTEGRAMED AMERICA INC [INMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

(Last) (First) (Middle)
INTEGRAMED AMERICA, INC., TWO MANHATTANVILLE ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2012

PURCHASE, NY 10577-2100

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/20/2012		X		5,573	A \$ 11.2	171,602 D
Common Stock	09/20/2012		X		33,600	A \$ 8.06	205,202 D
Common Stock	09/20/2012		X		30,000	A \$ 7.95	235,202 D
Common Stock	09/20/2012		X		20,627	A \$ 8.1	255,829 D
	09/20/2012		M		15,432	A <u>11</u>	271,261 D

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Common
Stock

Common Stock 09/20/2012 D 271,261 D \$ 14.05 0 D

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 11.2	09/20/2012		X	5,573	01/02/2009	01/02/2018	Common Stock	5,573
Stock Option	\$ 8.06	09/20/2012		X	33,600	07/23/2009	07/23/2018	Common Stock	33,600
Stock Option	\$ 7.95	09/20/2012		X	30,000	01/04/2011	01/04/2020	Common Stock	30,000
Stock Option	\$ 8.1	09/20/2012		X	20,627	09/20/2012	01/03/2022	Common Stock	20,627
Restricted Stock Award	(1)	09/20/2012		M	15,432	09/20/2012	09/20/2012	Common Stock	15,432

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGHAM JAY INTEGRAMED AMERICA, INC. TWO MANHATTANVILLE ROAD PURCHASE, NY 10577-2100			Chairman, President & CEO	

Signatures

/s/ Jay Higham

09/20/2012

**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) Each Restricted Stock Award represented a contingent right to receive one share of IntegraMed America, Inc. Common Stock.

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.