Healey Joseph Patrick Form 4 April 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

HealthCor Management, L.P.

2. Issuer Name and Ticker or Trading

Symbol

CareView Communications Inc

[CRVW.OB]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2012

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

152 W. 57TH STREET, 43RD **FLOOR**

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

NEW YORK, NY 10019

(State) (Zip) (City) 1. Title of 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. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

(A)

or

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Senior Secured Convertible Note due 2021 (PIK Interest) (1)	\$ 1.25	03/31/2012		A	\$ 317,047	(2)	04/20/2021	Common Stock	253,6
Senior Secured Convertible Note due 2021 (PIK Interest) (1)	\$ 1.25	03/31/2012		A	\$ 363,604	<u>(2)</u>	04/20/2021	Common Stock	290,8
Senior Secured Convertible Note due 2022 (PIK Interest) (1)	\$ 1.25	03/31/2012		A	\$ 47,988	<u>(2)</u>	01/31/2022	Common Stock	38,39
Senior Secured Convertible Note due 2022 (PIK Interest) (1)	\$ 1.25	03/31/2012		A	\$ 55,034	<u>(2)</u>	01/31/2022	Common Stock	44,01

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director 10% Owner Officer			Other		
HealthCor Management, L.P. 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Partners GP, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
Lightcap Jeffrey C 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				

Reporting Owners 2

Cohen Arthur Bruce

152 W. 57TH STREET, 43RD FLOOR X X

NEW YORK, NY 10019

Healey Joseph Patrick

152 W. 57TH STREET, 43RD FLOOR X X

NEW YORK, NY 10019

Signatures

HealthCor Management, L.P., By: HealthCor Associates, LLC, its general partner, By: /s/
John H. Coghlin , General Counsel

**Signature of Reporting Person Date

HealthCor Partners GP, LLC, By: /s/ John H. Coghlin, General Counsel 04/02/2012

**Signature of Reporting Person Date

/s/ John H. Coghlin as attorney-in-fact for Jeffrey C. Lightcap 04/02/2012

**Signature of Reporting Person Date

/s/ John H. Coghlin as attorney-in-fact for Arthur Cohen 04/02/2012

**Signature of Reporting Person Date

/s/ John H. Coghlin as attorney-in-fact for Joseph Healey 04/02/2012

**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).
- On March 31, 2012, the Notes held by HCP Fund and Hybrid Fund accrued interest which is payable in kind ("PIK Interest") in the form of additional principal. The PIK Interest accrual represents the equivalent of 292,028 shares of Common Stock for HCP Fund (as defined below) and 334,910 shares of Common Stock for Hybrid Fund (as defined below) at the \$1.25 conversion price.
- (2) Immediately exercisable.
 - HealthCor Partners Fund, L.P. ("HCP Fund") is a private investment partnership which is the direct beneficial owner of the securities reported herein. HealthCor Partners L.P. serves as its general partner and HealthCor Partners GP, LLC ("HCPGP") serves as the general partner of HealthCor Partners L.P. HealthCor Partners Management, L.P. serves as the investment manager to HCP Fund and HealthCor
- (3) Partners Management GP, LLC ("HCPMGP") serves as the general partner to Healthcor Partners Management, L.P. Jeffrey C. Lightcap, Arthur Cohen and Joseph Healey are managing members of HCPMGP and HCPGP. Each reporting person disclaims beneficial ownership of any securities that exceed their pecuniary interest in the securities held by these entities. Mr. Lightcap was appointed a director of the issuer effective April 21, 2011.
 - Healthcor Hybrid Offshore Master Fund, L.P. ("Hybrid Fund") is a private investment partnership which is the direct beneficial owner of the securities reported herein. HealthCor Hybrid Offshore GP, LLC ("Offshore GP") serves as its general partner and HealthCor
- (4) Group, LLC ("Group") serves as the general partner of Offshore GP. HealthCor Management, L.P. serves as the investment manager to Hybrid Fund and HealthCor Associates, LLC ("Associates") serves as the general partner to HealthCor Management, L.P. Arthur Cohen and Joseph Healey are managing members of Associates and Group. Each reporting person disclaims beneficial ownership of any securities that exceed their pecuniary interest in the securities held by these entities.

Remarks:

HealthCor Management, L.P. is the designated filer on behalf of the reporting persons listed on Exhibit 99.1, attached hereto.

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.

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