VISTACARE, INC. Form 4

## FORM 4

March 07, 2008

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* LEWIS STEPHEN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

VISTACARE, INC. [VSTA]

(Check all applicable)

C/O VISTACARE, INC., 4800 N.

(Street)

(State)

(Month/Day/Year)

(First)

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

Director

10% Owner Other (specify

03/06/2008

X\_ Officer (give title Senior V P & General Counsel

SCOTTSDALE RD., SUITE 5000

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

Person

below)

SCOTTSDALE, AZ 85251

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially

Owned

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

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

Ownership

(Instr. 4)

(Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

Following 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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securiti Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 3.75						02/28/2007	02/28/2012	Class A Common Stock	32,0
Employee Stock Option (right to buy)	\$ 3.75	03/06/2008	03/06/2008	U		32,000	03/06/2008(1)	02/28/2012	Class A Common Stock	32,0 (1)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEWIS STEPHEN C/O VISTACARE, INC. 4800 N. SCOTTSDALE RD., SUITE 5000 SCOTTSDALE, AZ 85251

Senior V P & General Counsel

### **Signatures**

Matthew Holman, Attorney-in-Fact 03/07/2008

\*\*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).

that remains outstanding immediately prior to the effective time ("Effective Time") of the merger between Purchaser and Issuer (the "Merger") vests in full, is automatically cancelled and entitles the holder thereof to a cash payment by the surviving corporation of the Merger. The amount payable for each such Stock Option is equal to (i) the excess, if any, of (x) the Offer Price over (y) the exercise price per Share subject to such Stock Option, multiplied by (ii) the total number of Shares subject to the Stock Option immediately prior to the Effective Time.

For options that vest at the Effective Time: Under the Merger Agreement, each outstanding stock option of the Issuer ("Stock Option")

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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