

EMAGEON INC
Form 4
November 04, 2005

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 *
SOUTHEASTERN TECHNOLOGY FUND LP

(Last) (First) (Middle)

207 EAST SIDE SQUARE

(Street)

HUNTSVILLE, AL 35801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMAGEON INC [EMAG]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
___X___ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/01/2005		J ⁽¹⁾		36,426	D	Ⓛ
Common Stock	11/01/2005		J ⁽²⁾⁽³⁾⁽⁴⁾		729,042	D	⁽²⁾ ⁽³⁾ ⁽⁴⁾
Common Stock	11/01/2005		J ⁽⁵⁾		364	A	⁽⁵⁾
Common Stock	11/01/2005		J ⁽⁶⁾		7,218	A	⁽⁶⁾
Common Stock	11/01/2005		J ⁽⁵⁾		364	D	⁽⁵⁾

See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾

Stock

Common Stock 11/01/2005 J⁽⁶⁾ 7,218 D (6) 0 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOUTHEASTERN TECHNOLOGY FUND LP 207 EAST SIDE SQUARE HUNTSVILLE, AL 35801		X		
Southeastern Capital Co. II, L.L.C. 207 EAST SIDE SQUARE HUNTSVILLE, AL 35801		X		
Southeastern Capital Co., L.L.C. 207 EAST SIDE SQUARE HUNTSVILLE, AL 35801		X		
Southeastern Management Co., L.L.C. 207 EAST SIDE SQUARE HUNTSVILLE, AL 35801				See Footnotes 6, 7, and 8
STF PARTNERS II LP 207 EAST SIDE SQUARE		X		

HUNTSVILLE, AL 35801

STF PARTNERS QP II L P
207 EAST SIDE SQUARE
HUNTSVILLE, AL 35801

X

STF INSTITUTIONAL PARTNERSHIP II L P
207 EAST SIDE SQUARE
HUNTSVILLE, AL 35801

X

Signatures

Southeastern Technology Fund, LP By: Southeastern Capital Co., LLC By: /s/ Chris H. Horgen, Senior Managing Partner 11/04/2005

__Signature of Reporting Person Date

Southeastern Capital Co II, LLC By: /s/ Chris H. Horgen, Senior Managing Partner 11/04/2005

__Signature of Reporting Person Date

Southeastern Capital Co., LLC By: /s/ Chris H. Horgen, Senior Managing Partner 11/04/2005

__Signature of Reporting Person Date

Southeastern Management Co., LLC By: /s/ Chris H. Horgen, Senior Managing Partner 11/04/2005

__Signature of Reporting Person Date

STF Partners II, LP By: Southeastern Capital Co. II, LLC By: /s/ Chris H. Horgen, Senior Managing Partner 11/04/2005

__Signature of Reporting Person Date

STF Partners QB II, LP By: Southeastern Capital Co. II, LLC By: /s/ Chris H. Horgen, Senior Managing Partner 11/04/2005

__Signature of Reporting Person Date

STF Institutional Partners II, LP By: Southeastern Capital Co. II, LLC By: /s/ Chris H. Horgen, Senior Managing Partner 11/04/2005

__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).

Southeastern Technology Fund, L.P. ("SETF") owned 72,962 shares of Common Stock. There are 74 limited partners of SETF. On (1) November 1, 2005, SETF made a pro rata distribution of 36,426 shares of Common Stock to its 74 limited partners, and its general partner, Southeastern Capital Co., L.L.C. ("SCC").

STF Partners II, L.P. ("STFP") owned 348,067 shares of Common Stock. There are 67 limited partners of STFP. On November 1, 2005, (2) STFP made a pro rata distribution of 174,003 shares of Common Stock to its 67 limited partners, and its general partner, Southeastern Capital Co. II, L.L.C. ("SCCII").

STF Partners QP II, L.P. ("STFQP") owned 171,712 shares of Common Stock. There are 29 limited partners of STFQP. On November 1, (3) 2005, STFQP made a pro rata distribution of 85,834 shares of Common Stock to its 29 limited partners, and its general partner, SCCII.

STF Institutional Partners II, L.P. ("STFIP") owned 938,467 shares of Common Stock. There are 55 limited partners of STFIP. On (4) November 1, 2005, STFIP made a pro rata distribution of 469,205 shares of Common Stock to its 55 limited partners, and its general partner, SCCII.

SCC is the general partner of SETF and owns a 1% equity and voting interest in SETF. SCC received 364 shares of Common Stock as (5) part of a pro rata distribution of Common Stock to the partners of SETF. Contemporaneously with the receipt of the shares of Common Stock from the distribution, SCC made a pro rata distribution of 364 shares to its members, of which Mr. Horgen received 255 shares.

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- SCCII is the general partner of STFP, STFQP, and STFIP and owns a 0.9900% equity and voting interest in STFP, STFQP, and STFIP.
- (6) SCCII received 7,218 shares of Common Stock as part of a pro rata distribution of Common Stock to the partners of STFP, STFQP, and STFIP. Contemporaneously with the receipt of the shares of Common Stock from the distribution, SCCII made a pro rata distribution of 7,218 shares to its members, of which Mr. Horgen received 2,785 shares.
- (7) Southeastern Management Co., LLC ("SMC") provides investment advisory and administrative services to SETF, STFP, STFIP, STFQP, SCC and SCCII.
- SCC and SCCII, as the general partners of SETF, STFP, STFQP, and STFIP; and SMC, as the investment advisor for SETF, STFP, STFQP, STFIP, SCC and SCCII, may each be deemed to hold voting and investment power for the shares held by the foregoing funds.
- (8) SCC, SCCII and SMC disclaim beneficial ownership fo all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

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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