

RADIOLOGIX INC

Form 4

November 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CADWELL MARVIN S

(Last) (First) (Middle)

C/O RADIOLOGIX, INC. 3600 JP
MORGAN, CHASE TOWER 2200
ROSS AVENUE

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RADIOLOGIX INC [RGX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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. 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)
				(A) or (D)	Price		
Common Stock, par value \$.0001	11/15/2006		D	8,000	D	0	D

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

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SEC 1474
(9-02)

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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)		8. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option	\$ 13.05	11/15/2006		D		30,000		<u>(2)</u>	<u>(4)</u>	Common Stock, par value \$.0001	30,000
Director Stock Option	\$ 4.69	11/15/2006		D		50,000		<u>(3)</u>	<u>(4)</u>	Common Stock, par value \$.0001	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CADWELL MARVIN S C/O RADIOLOGIX, INC. 3600 JP MORGAN CHASE TOWER 2200 ROSS AVENUE DALLAS, TX 75201	X			

Signatures

/s/ Marvin S.
Cadwell 11/17/2006
 **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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of July 6, 2006 (the "Merger Agreement"), by and among Radiologix, Inc. ("Radiologix") and Primedex Health Systems, Inc. ("Primedex") in exchange for a one for one exchange of Radiologix Common Stock for Primedex Common Stock and a cash payment of \$14,320, or \$1.79 per share.
- (2) This option became exercisable as to 10,000 shares upon optionee's completion of one year of service as a director on June 10, 2003, and thereafter became exercisable as to 833 shares per month for 24 months.
- (3) This option becomes exercisable as to 30,000 shares upon optionee's completion of one year of service as Chairman of the Board on December 3, 2003, and thereafter as to 833 shares per month for 24 months.

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- (4) Immediately prior to the effective time of the merger, pursuant to the Merger Agreement, these options were accelerated, vested, or otherwise awarded and subsequently cancelled without any exchange of Radiologix Common Stock for Primedex Common Stock or cash payment.

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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