

Berger Jon D
 Form 4
 November 20, 2008

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

OMB APPROVAL

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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 *
 Berger Jon D

2. Issuer Name and Ticker or Trading Symbol
 NightHawk Radiology Holdings Inc
 [NHWK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 601 FRONT AVENUE, STE. 502
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2008

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

COEUR D'ALENE, ID 83814

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	11/17/2008		M	25,435 A	\$ 0 519,348	D	
Common Stock <u>(2)</u>	11/17/2008		F	10,288 D	\$ 0 509,060	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	(3)	11/17/2008		D	75,000	05/12/2009 05/12/2018	Common Stock 75,000
Restricted Stock Units	(4)	11/17/2008		M	25,435	11/17/2008 11/17/2008	Common Stock 25,435
Restricted Stock Units	(5)	11/17/2008		D	2,529	02/21/2010 11/17/2008	Common Stock 2,529

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berger Jon D 601 FRONT AVENUE STE. 502 COEUR D'ALENE, ID 83814				

Signatures

Paul E. Cartee,
Attorney-in-fact
11/20/2008

**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).
- (1) These shares were acquired by the reporting person as a result of the vesting of 25,435 restricted stock units on November 17, 2008.
- (2) These shares were disposed by the reporting person to the issuer to satisfy the tax liability associated with the vesting of the reporting person's restricted stock units described above.
- (3) These options were forfeited by the reporting person on November 17, 2008.
- (4) The 25,435 restricted stock units previously held by the reporting person vested on November 17, 2008. See Table I.

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(5) These 2,529 restricted stock units were forfeited by the reporting person on November 17, 2008.

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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