

I TRAX INC
Form 4
May 02, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
ROZENFELD YURI

(Last) (First) (Middle)

C/O I TRAX INC, 4 HILLMAN DRIVE

(Street)

CHADDS FORD, PA 19317

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
I TRAX INC [DMX]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2008

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)
SVP, Gen. Counsel & Secretary

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. 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) Code V Amount (D) Price			
Common Stock	04/30/2008		U	53,894 D \$ 5.4	0	D	
Common Stock	04/30/2008		U	6,000 D \$ 5.4	0	I	See footnote ⁽¹⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option - right to buy	\$ 2.75	04/30/2008		D	40,000	(2) 04/09/2011	Common Stock 40,000
Option - right to buy	\$ 3	04/30/2008		D	1,300	(2) 12/22/2012	Common Stock 1,300
Option - right to buy	\$ 1.51	04/30/2008		D	50,000	(2) 05/08/2013	Common Stock 50,000
Option - right to buy	\$ 1.4	04/30/2008		D	100,000	(2) 02/01/2015	Common Stock 10,000
Option - right to buy	\$ 3.09	04/30/2008		D	29,250	(2) 08/08/2016	Common Stock 29,250
Option - right to buy	\$ 3.6	04/30/2008		D	23,166	(2) 08/13/2017	Common Stock 23,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROZENFELD YURI C/O I TRAX INC 4 HILLMAN DRIVE CHADDS FORD, PA 19317			SVP, Gen. Counsel & Secretary	

Signatures

/s/ Yuri
Rozenfeld

05/02/2008

**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) As a partner and managing director of The Spartan Group Limited Partnership.

These options were canceled pursuant to the Agreement and Plan of Merger, dated March 14, 2008 ("Merger Agreement"), among

(2) Walgreen Co. ("Walgreens"), Putter Acquisition Sub, Inc. and I-trax, Inc. ("I-trax"), in exchange for a cash payment of \$812,886.30 representing the difference between the exercise price of the option and the price paid per share of I-trax common stock by Walgreens in the merger.

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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