

CAHR MICHAEL E
Form 4
April 28, 2010

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 *
CAHR MICHAEL E

2. Issuer Name and Ticker or Trading Symbol
METROPOLITAN HEALTH NETWORKS INC [MDF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
250 S. AUSTRALIAN AVENUE, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2010

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

WEST PALM BEACH, FL US
33401

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/26/2010		A	(A) V Amount (D) Price 11,978 (1) A \$ 0	107,178 (3)	D	
Common Stock					747,533 (4)	I	see footnote #4

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

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number.

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 (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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 3.04	04/26/2010		A	5,989 (2)	06/30/2011 04/26/2020	Common Stock	5,989

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAHR MICHAEL E
250 S. AUSTRALIAN AVENUE
SUITE 400
WEST PALM BEACH, FL US 33401

X

Signatures

/s/ Michael E.

Cahr

04/27/2010

**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) Shares issued as compensation for service on the Board of Directors for 2010. These shares are restricted and are scheduled to vest on 6/30/2011.
- (2) Options granted for service on the Board of Directors for 2010. These options are scheduled to vest in whole on 6/30/2011.
- (3) Includes (i) 14,900 shares owned directly by Mr. Cahr or in individual accounts he controls, (ii) 40,400 shares held by Mr. Cahr jointly with Mr. Cahr's spouse, (iii) 39,900 shares held in Mr. Cahr's individual retirement account.
- (4) Includes (i) 706,833 shares held in the Cahr Dynastic Trust, over which Mr. Cahr has voting and investment power, (ii) 26,200 shares held by Mr. Cahr in a money purchase plan, (iii) 10,000 shares held in Mr. Cahr's spouse's individual retirement account, (iv) 4,500 shares held by Mr. Cahr in a 401(k) retirement plan. Does not include 89,000 shares held by Mr. Cahr's daughter, 10,000 shares held by Mr.

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Cahr's son and 5,000 shares held by Mr. Cahr's grandson, with respect to which Mr. Cahr disclaims beneficial ownership.

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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