

VITAL SIGNS INC  
 Form 4  
 November 03, 2008

**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 \*  
 CHANIN ALEX J

(Last) (First) (Middle)

C/O VITAL SIGNS, INC, 20  
 CAMPUS RD

(Street)

TOTOWA, NJ 07512

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 VITAL SIGNS INC [VITL]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/30/2008

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)  
 Chief Operating Officer

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 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   |  |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)   | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |               |     |                     |                    |                 |                                     |
|---|------------------------------------|------------------|--------------|--|---------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|   |                                    |                  | Code         | V  | (A)           | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Common<br>Stock<br>Options<br>(right to<br>buy) | \$ 28.52                           | 10/30/2008       | <u>D</u> (1) |  | 10,000<br>(2) |     | <u>(3)</u>          | 07/13/2014         | Common<br>Stock | 10,000                              |
| Common<br>Stock<br>Options<br>(right to<br>buy) | \$ 49.98                           | 10/30/2008       | <u>D</u> (1) |  | 15,000        |     | <u>(3)</u>          | 07/05/2016         | Common<br>Stock | 15,000                              |
| Common<br>Stock<br>Options<br>(right to<br>buy) | \$ 52.1                            | 10/30/2008       | <u>D</u> (1) |  | 8,000         |     | <u>(3)</u>          | 04/02/2017         | Common<br>Stock | 8,000                               |
| Common<br>Stock<br>Options<br>(right to<br>buy) | \$ 52.56                           | 10/30/2008       | <u>D</u> (1) |  | 10,000        |     | <u>(4)</u>          | 05/08/2018         | Common<br>Stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| CHANIN ALEX J<br>C/O VITAL SIGNS, INC<br>20 CAMPUS RD<br>TOTOWA, NJ 07512 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Alex Chanin, By: Laura R. Kuntz, Esq.,  
Attorney-in-Fact

10/30/2008

    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).

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- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated July 23, 2008 by and among General Electric Company, Tonic Acquisition Corp and Vital Signs, Inc. (the "Company"), at the Effective Time (as defined in the Merger Agreement), each
- (1) outstanding option to purchase the Company's common stock ("Company Stock Option"), whether or not then vested or exercisable, was cancelled and terminated and converted into the right to receive an amount of cash equal to the excess of \$74.50, without interest (the "Merger Consideration"), over the exercise price of such Company Stock Option, multiplied by the number of shares of common stock covered by such Company Stock Option less applicable taxes required to be withheld.
  - (2) These options were reported in the Schedule 14A filed with the Securities and Exchange Commission on May 12, 2005.
  - (3) These options vest in 25 percent installments beginning one year from the date of grant.
  - (4) These options vest in four equal annual installments starting on May 8, 2009.

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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