

MERGE HEALTHCARE INC

Form 4

January 11, 2010

**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 \*  
**BROWN DENNIS**

2. Issuer Name and Ticker or Trading Symbol  
**MERGE HEALTHCARE INC  
[MRGE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/23/2009**

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

**6737 WEST WASHINGTON STREET, SUITE 2250**

(Street)

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

**MILWAUKEE, WI 53214**

(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)
				Code V Amount (A) or (D) Price			
Common Stock	12/23/2009		Z <sup>(1)</sup>	V 32,479 D \$ 0 189,415	I	Trust <sup>(2)</sup>	
Common Stock	12/23/2009		Z <sup>(1)</sup>	V 32,479 A \$ 0 32,479	I	Trust <sup>(3)</sup>	
Common Stock	12/23/2009		Z <sup>(4)</sup>	V 190,033 D \$ 0 0	I	Trust <sup>(5)</sup>	
Common Stock	12/23/2009		Z <sup>(4)</sup>	V 190,033 A \$ 0 222,512	I	Trust <sup>(3)</sup>	
Common Stock	12/28/2009		Z <sup>(6)</sup>	V 222,512 D \$ 0 0	I	Trust <sup>(3)</sup>	

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Common Stock 12/28/2009 Z(6) V 222,512 A \$ 0 411,927 I Trust (2)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address Relationships Director 10% Owner Officer Other

BROWN DENNIS 6737 WEST WASHINGTON STREET SUITE 2250 MILWAUKEE, WI 53214 X

Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for Dennis Brown 01/11/2010

\*\*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).
- Transfer of 32,479 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown 2008 Grantor Retained Annuity (1) Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims. (2)

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Shares of Common Stock held by the Maureen Brown 2008 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.

- (3) Shares of Common Stock held by the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.

- (4) Transfer of 190,033 shares of Merge Healthcare Incorporated Common Stock held by the Dennis Brown Revocable Trust u/a dated 09/09/1999, of which Mr. Brown is trustee and the beneficiary, the beneficial ownership of which Mr. Brown disclaims, and deposited into the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.

- (5) Shares of Common Stock held by the Dennis Brown Revocable Trust u/a dated 09/09/1999, of which Mr. Brown is the trustee and the beneficiary, the beneficial ownership of which Mr. Brown disclaims.

- (6) Transfer of 222,512 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown 2008 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.

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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