

QUANTUM GROUP INC /FL

Form 4

April 02, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GUILLAMA NOEL J

2. Issuer Name **and** Ticker or Trading
Symbol
QUANTUM GROUP INC /FL
[QGP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3420 FAIRLANE FARMS
ROAD, SUITE C

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2008

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

WELLINGTON, FL 33414

(City) (State) (Zip)

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

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)
				(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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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. D
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	S (I			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	<u>(1)</u>	03/24/2008	A		20,000		<u>(2)</u>	<u>(3)</u>	Common Stock	20,000
Options	<u>(1)</u>	03/24/2008	A		750,000		<u>(4)</u>	<u>(5)</u>	Common Stock	750,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUILLAMA NOEL J 3420 FAIRLANE FARMS ROAD SUITE C WELLINGTON, FL 33414	X	X	President	

Signatures

/s/ Noel J.
Guillama
04/02/2008
Date

**Signature of
Reporting Person

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) Options granted under the first amendment to the five year executive employment agreement. Exercise price is determined by the volume weighted average price for the 30 days preceding the grant date.
- (2) First 25% vest on the grant date and the remaining 75% vest and become exercisable on the first three anniversaries of the grant date.
- (3) Ten years from the date of vesting.
- (4) 50,000 options in the event the Company's annual run rate of revenues exceed \$25 million and an additional 50,000 options for each \$20 million increment to \$305 million. First 25% vest on the date earned and the remaining 75% vest and become exercisable on the first three anniversaries of the earned date.
- (5) Ten years from the date earned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.