

MERGE HEALTHCARE INC
 Form 4
 May 21, 2014

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 *
 Dearborn Justin C

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)
 05/20/2014

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

350 NORTH ORLEANS STREET,, FIRST FLOOR

(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

CHICAGO, IL 60654

(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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock	05/20/2014		M ⁽¹⁾		133,809	A	\$ 0.68 284,528	D
Common Stock	05/20/2014		S		4,000	D	\$ 2 280,528	D
Common Stock	05/20/2014		S		7,600	D	\$ 2.01 272,928	D
Common Stock	05/20/2014		S		500	D	\$ 2.02 272,428	D
Common Stock	05/20/2014		S		3,900	D	\$ 2.03 268,528	D

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Common Stock	05/20/2014	S	6,800	D	\$ 2.04	261,728	D
Common Stock	05/20/2014	S	200	D	\$ 2.045	261,528	D
Common Stock	05/20/2014	S	3,800	D	\$ 2.05	257,728	D
Common Stock	05/20/2014	S	400	D	\$ 2.06	257,328	D
Common Stock	05/20/2014	S	4,799	D	\$ 2.07	252,529	D
Common Stock	05/20/2014	S	4,701	D	\$ 2.08	247,828	D
Common Stock	05/20/2014	S	22,200	D	\$ 2.09	225,628	D
Common Stock	05/20/2014	S	15,575	D	\$ 2.1	210,053	D
Common Stock	05/20/2014	S	2,525	D	\$ 2.11	207,528	D
Common Stock	05/20/2014	S	4,000	D	\$ 2.12	203,528	D
Common Stock	05/20/2014	S	3,300	D	\$ 2.13	200,228	D
Common Stock	05/20/2014	S	700	D	\$ 2.14	199,528	D
Common Stock	05/21/2014	M ⁽²⁾	30,494	A	\$ 0.68	230,022	D
Common Stock	05/21/2014	S	3,200	D	\$ 2.03	226,822	D
Common Stock	05/21/2014	S	4,800	D	\$ 2.04	222,022	D
Common Stock	05/21/2014	S	2,200	D	\$ 2.05	219,822	D
Common Stock	05/21/2014	S	1,200	D	\$ 2.06	218,622	D
Common Stock	05/21/2014	S	3,000	D	\$ 2.07	215,622	D
Common Stock	05/21/2014	S	4,000	D	\$ 2.08	211,622	D
Common Stock	05/21/2014	S	100	D	\$ 2.085	211,522	D
	05/21/2014	S	625	D	\$ 2.09	210,897	D

Common Stock								
Common Stock	05/21/2014		S	900	D	\$ 2.1	209,997	D
Common Stock	05/21/2014		S	300	D	\$ 2.12	209,697	D
Restricted Common Stock							350,000	D

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

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(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 (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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dearborn Justin C 350 NORTH ORLEANS STREET, FIRST FLOOR CHICAGO, IL 60654	X		Chief Executive Officer	

Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for Justin C.
Dearborn

05/22/2014

____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) In connection with this stock option exercise, shares were sold to cover the payment of the exercise price and the applicable taxes due upon exercise. After such sales, the total amount of stock retained was 48,809.
- (2) In connection with this stock option exercise, shares were sold to cover the payment of the exercise price and the applicable taxes due upon exercise. After such sales, the total amount of stock retained was 10,169.

Remarks:

Performing option exercise prior to June 3, 2014 expiration.

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.