

VISTACARE, INC.
Form 4
February 29, 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 *
FINE PERRY G MD

(Last) (First) (Middle)

C/O VISTACARE, INC., 4800 N. SCOTTSDALE RD., SUITE 5000

(Street)

SCOTTSDALE, AZ 85251

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISTACARE, INC. [VSTA]

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2008

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | (D) |
| Class A Common Stock | | | | | 20,000 | D | |
| Class A Common Stock | | | | | 22,500 | D | |
| Class A Common Stock | 02/29/2008 | 02/29/2008 | U | 20,000 (1) | \$ 2,500 | D | 8.6 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Priority (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option (right to buy) | \$ 34.09 | | | | | 02/10/2004 | 02/10/2014 | Class A Common Stock | 13,333 |
| Stock Option (right to buy) | \$ 17.58 | | | | | 05/05/2005 | 05/05/2015 | Class A Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 13.62 | | | | | 05/17/2006 | 05/17/2016 | Class A Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FINE PERRY G MD C/O VISTACARE, INC. 4800 N. SCOTTSDALE RD., SUITE 5000 SCOTTSDALE, AZ 85251 | X | | | |

Signatures

Stephen Lewis,
Attorney-in-Fact

02/29/2008

**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).

(for tender of shares): Pursuant to the terms of an Agreement and Plan of Merger, dated as of January 15, 2008 (the "Merger Agreement"), by and among Odyssey HealthCare Holding Company ("Parent"), a Delaware corporation, OHC Investment, Inc. ("Purchaser"), a Delaware corporation and wholly-owned subsidiary of Parent, and the Issuer, Purchaser, on January 30, 2008,

- (1) commenced a cash tender offer to purchase all of the Issuer's outstanding shares of class A common stock, par value \$0.01 per share (the "Shares") at a price of \$8.60 per Share (the "Offer Price"). Concurrently with the execution of the Merger Agreement, and as a condition of Parent's and Purchaser's willingness to enter into the Merger Agreement, the Reporting Person entered into a stockholder agreement with Parent and Purchaser, whereby, among other things, the Reporting Person agreed to tender all shares in the Issuer beneficially owned by the Reporting Person within three business days after the commencement of the tend

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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