

EARLEY MICHAEL
Form 4
December 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
EARLEY MICHAEL

2. Issuer Name and Ticker or Trading Symbol
METROPOLITAN HEALTH NETWORKS INC [MDF]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
777 YAMATO ROAD, SUITE 510
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2012

____ Director
____ Officer (give title below) Other (specify below)
Former Chairman & CEO

BOCA RATON, FL 33431

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/21/2012		D		513,695 <u>(1)</u> <u>(2)</u>	D	\$ 11.25
					0		

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (Right to Buy)	\$ 8.29	12/21/2012		D		87,100		<u>(3)</u>	03/04/2022	Common Stock	87,100
Employee Stock Options (Right to Buy)	\$ 4.97	12/21/2012		D		106,800		<u>(3)</u>	02/28/2021	Common Stock	106,800
Employee Stock Options (Right to Buy)	\$ 3.04	12/21/2012		D		216,800		<u>(3)</u>	04/26/2020	Common Stock	216,800
Employee Stock Options (Right to Buy)	\$ 1.62	12/21/2012		D		302,400		<u>(3)</u>	02/05/2019	Common Stock	302,400
Employee Stock Options (Right to Buy)	\$ 2.31	12/21/2012		D		192,800		<u>(3)</u>	02/11/2018	Common Stock	192,800
Employee Stock Options (Right to Buy)	\$ 1.66	12/21/2012		D		150,000		<u>(3)</u>	08/06/2017	Common Stock	150,000
Employee Stock Options (Right to Buy)	\$ 1.83	12/21/2012		D		400,000		<u>(3)</u>	11/05/2014	Common Stock	400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EARLEY MICHAEL 777 YAMATO ROAD SUITE 510 BOCA RATON, FL 33431				Former Chairman & CEO

Signatures

/s/ Michael
Earley 12/24/2012

**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).
- On December 21, 2012, Metropolitan Health Networks, Inc. (the "Issuer") merged with and into Miner Acquisition Subsidiary, Inc. ("Merger Subsidiary"), a wholly-owned subsidiary of Humana Inc. ("Humana"), pursuant to the Agreement and Plan of Merger, dated November 3, 2012, by and among the Issuer, Humana and Merger Subsidiary. Pursuant to the Merger Agreement, at the effective time of the Merger, each outstanding share of the Company's common stock (other than shares of Common Stock owned by Metropolitan, Humana or Merger Subsidiary or any of their respective subsidiaries) was converted into the right to receive an amount in cash equal to \$11.25, without interest and less any required withholding taxes.
- (1) Includes 153,125 restricted shares of the Issuer's common stock. Pursuant to the Merger Agreement, each outstanding restricted share of the Issuer's Common Stock became fully vested and, at the effective time of the Merger, was converted into the right to receive an amount in cash equal to \$11.25, without interest and less any required withholding taxes.
 - (2) Pursuant to the Merger Agreement, each outstanding option to purchase shares of Common Stock became fully vested and exercisable and, at the effective time of the Merger, was cancelled in exchange for the right to receive an amount in cash equal to \$11.25 less the per share exercise price of the option, without interest and less any required withholding taxes.
 - (3)

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.