

MERGE HEALTHCARE INC  
 Form 4  
 November 21, 2011

**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)  
**900 WALNUT RIDGE DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/11/2011**

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

**HARTLAND, WI 53029**

(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)	Price				
Common Stock	04/11/2011		Z <sup>(1)</sup>	V	189,415	D	\$ 0 0	I	Trust <sup>(2)</sup>
Common Stock	04/11/2011		Z <sup>(3)</sup>	V	73,325	D	\$ 0 149,187	I	Trust <sup>(4)</sup>
Common Stock	04/11/2011		Z <sup>(5)</sup>	V	262,740	A	\$ 0 262,740	I	Trust <sup>(6)</sup>
Common Stock	05/12/2011		Z <sup>(7)</sup>	V	262,740	D	\$ 0 0	I	Trust <sup>(6)</sup>
Common Stock	05/12/2011		Z <sup>(7)</sup>	V	262,740	A	\$ 0 262,740	I	Trust <sup>(8)</sup>

Common Stock	11/17/2011	Z <sup>(9)</sup>	V	87,183	D	\$ 0	62,004	I	Trust <sup>(4)</sup>
Common Stock	11/17/2011	Z <sup>(9)</sup>	V	87,183	A	\$ 0	87,183	I	Trust <sup>(10)</sup>

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.** 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 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 Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN DENNIS 900 WALNUT RIDGE DRIVE HARTLAND, WI 53029			X	

## Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for Dennis Brown  
 11/21/2011

\_\_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 189,415 shares of Merge Healthcare Incorporated Common Stock 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, to the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.

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- (2) 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.
- Transfer of 73,325 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown 2009 Grantor Retained Annuity
- (3) 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.
- (4) Shares of Common Stock held by the Maureen Brown 2009 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.
- Transfer of 189,415 shares of Merge Healthcare Incorporated 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; and transfer of 73,325 shares of Merge Healthcare Incorporated Common Stock held by the Maureen Brown 2009 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; the total of such transfers deposited into the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.
- (5)
- (6) 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.
- Transfer of 262,740 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown Revocable Trust u/a dated
- (7) 09/09/1999, the beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown 2011 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.
- (8) Shares of Common Stock held by the Maureen Brown 2011 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.
- Transfer of 87,183 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown 2009 Grantor Retained Annuity
- (9) 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 Dennis Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.
- (10) 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.

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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