

Berger Paul E
Form 4
March 23, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Berger Paul E

2. Issuer Name **and** Ticker or Trading
Symbol
NightHawk Radiology Holdings Inc
[NHWK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
250 NORTHWEST BLVD, #202
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2007

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

COEUR D'ALENE, ID 83814

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/22/2007 | | S ⁽¹⁾ | | 400 | D | \$ 18.2 |
| | | | | | | | 4,413,009 |
| Common Stock | 03/22/2007 | | S ⁽¹⁾ | | 374 | D | \$ 18.11 |
| | | | | | | | 4,412,635 |
| Common Stock | 03/22/2007 | | S ⁽¹⁾ | | 2,400 | D | \$ 18.1 |
| | | | | | | | 4,410,235 |
| Common Stock | 03/22/2007 | | S ⁽¹⁾ | | 300 | D | \$ 18.04 |
| | | | | | | | 4,409,935 |
| Common Stock | 03/22/2007 | | S ⁽¹⁾ | | 100 | D | \$ 17.95 |
| | | | | | | | 4,409,835 |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|----------|-----------|---|
| Common Stock | 03/22/2007 | <u>S(1)</u> | 1,254 | D | \$ 17.92 | 4,408,581 | D |
| Common Stock | 03/22/2007 | <u>S(1)</u> | 2,000 | D | \$ 17.9 | 4,406,581 | D |
| Common Stock | 03/22/2007 | <u>S(1)</u> | 100 | D | \$ 17.85 | 4,406,481 | D |
| Common Stock | 03/22/2007 | <u>S(1)</u> | 4,450 | D | \$ 17.84 | 4,402,031 | D |
| Common Stock | 03/22/2007 | <u>S(1)</u> | 1,200 | D | \$ 17.82 | 4,400,831 | D |
| Common Stock | 03/22/2007 | <u>S(1)</u> | 700 | D | \$ 17.8 | 4,400,131 | D |
| Common Stock | 03/22/2007 | <u>S(1)</u> | 3,900 | D | \$ 17.75 | 4,396,231 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 2,000 | D | \$ 17.75 | 4,394,231 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 1,000 | D | \$ 17.7 | 4,393,231 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 1,000 | D | \$ 17.68 | 4,392,231 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 1,000 | D | \$ 17.65 | 4,391,231 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 1,139 | D | \$ 17.64 | 4,390,092 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 400 | D | \$ 17.63 | 4,389,692 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 1,817 | D | \$ 17.62 | 4,387,875 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 970 | D | \$ 17.61 | 4,386,905 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 17,296 | D | \$ 17.6 | 4,369,609 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 2,000 | D | \$ 17.58 | 4,367,609 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 2,000 | D | \$ 17.55 | 4,365,609 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 500 | D | \$ 17.52 | 4,365,109 | D |
| Common Stock | 03/23/2007 | <u>S(1)</u> | 5,100 | D | \$ 17.51 | 4,360,009 | D |
| | 03/23/2007 | <u>S(1)</u> | 3,100 | D | \$ 17.5 | 4,356,909 | D |

Common
Stock

| | | | | | | | |
|-----------------|------------|------------------|-------|---|----------|-----------|---|
| Common Stock | 03/23/2007 | S ⁽¹⁾ | 2,000 | D | \$ 17.4 | 4,354,909 | D |
| Common Stock | 03/23/2007 | S ⁽¹⁾ | 300 | D | \$ 17.39 | 4,354,609 | D |
| Common Stock | 03/23/2007 | S ⁽¹⁾ | 600 | D | \$ 17.38 | 4,354,009 | D |
| Common Stock | 03/23/2007 | S ⁽¹⁾ | 600 | D | \$ 17.37 | 4,353,409 | 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 Beneficially Owned Following Report Trans (Instr. |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berger Paul E 250 NORTHWEST BLVD, #202 COEUR D'ALENE, ID 83814 | X | X | Chief Executive Officer | |

Signatures

| | |
|-------------------------------------|------------|
| Paul E. Cartee, Attorney-in-Fact | 03/23/2007 |
|-------------------------------------|------------|

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2006

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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