

Soifer Scott
Form 4
September 20, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Soifer Scott

2. Issuer Name **and** Ticker or Trading
Symbol
INTEGRAMED AMERICA INC
[INMD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
INTEGRAMED AMERICA,
INC., TWO MANHATTANVILLE
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2012

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Exec VP Operations & Admin.

(Street)
PURCHASE, NY 10577

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	09/20/2012		X		1,911	A	\$ 11.2	39,688	D	
Common Stock	09/20/2012		X		11,200	A	\$ 8.06	50,888	D	
Common Stock	09/20/2012		X		11,000	A	\$ 7.95	61,888	D	
Common Stock	09/20/2012		X		10,314	A	\$ 8.1	72,202	D	
	09/20/2012		M		7,716	A	<u>(1)</u>	79,918	D	

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Common
Stock

Common Stock 09/20/2012 D 79,918 D \$ 14.05 0 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 11.2	09/20/2012		X		1,911		01/02/2009	01/02/2018	Common Stock	1,911
Stock Option	\$ 8.06	09/20/2012		X		11,200		07/23/2009	07/23/2018	Common Stock	11,200
Stock Option	\$ 7.95	09/20/2012		X		11,000		01/04/2011 ⁽²⁾	01/04/2020	Common Stock	11,000
Stock Option	\$ 8.1	09/20/2012		X		10,314		09/20/2012	01/03/2022	Common Stock	10,314
Restricted Stock Award	⁽¹⁾	09/20/2012		M		7,716		09/20/2012	09/20/2012	Common Stock	7,716

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Soifer Scott INTEGRAMED AMERICA, INC. TWO MANHATTANVILLE ROAD PURCHASE, NY 10577	Exec VP Operations & Admin.

Signatures

/s/ Scott Soifer

09/20/2012

__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).
- (1) Each Restricted Stock Award represented a contingent right to receive one share of IntegraMed America, Inc. Common Stock.
- (2) Based on a merger of the Company, vesting for shares was accelerated.

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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