

HEMOSENSE INC
Form 3
June 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person * ^ BF Saul CO Employees Profit Sharing Retirement Trust (Last) (First) (Middle)</p> <p>C/O CHEVY CHASE BANK, ^ 7501 WISCONSIN AVENUE, SUITE 1500 (Street)</p> <p>BETHESDA, ^ MD ^ 20814-6522 (City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year) 06/13/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol HEMOSENSE INC [HEMO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series C-3 Preferred Stock | Â (1) | Â (2) | Common Stock | 370,925 (3) | \$ (3) | D | Â |
| Common Stock Warrant (right to buy) | Â (1) | 04/25/2010 | Common Stock | 3,310 (4) | \$ 9 (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BF Saul CO Employees Profit Sharing Retirement Trust C/O CHEVY CHASE BANK 7501 WISCONSIN AVENUE, SUITE 1500 BETHESDA, MD 20814-6522 | Â | Â X | Â | Â |

Signatures

/s/ Stephen R. Halpin, Jr.,
Trustee

06/13/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Immediately.
- (2) Not applicable.

(3) Pursuant to a 1-for-4 reverse stock split of the issuer's Common Stock effectuated on May 4, 2005, each share of Series C-3 Preferred Stock will automatically convert into 0.25 shares of Common Stock immediately prior to the closing of the issuer's initial public offering to occur on or around June 17, 2005.

(4) Calculated based on an assumed exercise price of \$9.00 per share, the mid-point of the price range of the issuer's initial public offering. The number of shares issuable upon the exercise of this warrant may be calculated by dividing \$29,798 by the exercise price per share. The exercise price will be set at the price per share paid by the investors in the issuer's initial public offering.

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.