#### ORION HEALTHCORP INC

Form 4 April 12, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

January 31,

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PINKAS ROBERT P			2. Issuer Name and Ticker or Trading Symbol ORION HEALTHCORP INC [ONH]				Issuer				
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction				, , ,				
3201 ENTERPRISE PKWY., SUITE 350			(Month/Day/Year) 09/28/2005				DirectorX10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
BEACHWOOD, OH 44122							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
(Instr. 3) any		on Date, if Transacti Code (Day/Year) (Instr. 8)		4. Securion Acquired Disposed (Instr. 3,	(A) or (A) or (A) or (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Securities Form: Direct Indire Beneficially (D) or Benef Owned Indirect (I) Owne Following (Instr. 4) (Instr. Reported Transaction(s)				
Class A Common Stock				Code V	Amount	(D) Pric	2,321,649 (3)	I (1)	See Footnote 1		

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)

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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. Transactic Code (Instr. 8)	5. 6. Date Exercisable and 7. Title and A Underlying S (Instr. 3 and Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities	8. Pri Deriv Secur (Instr		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrant	\$ 0.01					12/15/2004	12/15/2009	Class A Common Stock	20,455 (3)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
PINKAS ROBERT P 3201 ENTERPRISE PKWY. SUITE 350 BEACHWOOD, OH 44122		X				

### **Signatures**

/s/ Robert P. Pinkas, by Stephen Murdock, 04/12/2006 Agent

> \*\*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).
- 2,321,649 shares by Brantley Venture Partners III, L.P. The Reporting Person is the sole general partner of Pinkas Family Partners, L.P.,
- which is a general and limited partner of Brantley Venture Management III, L.P. Brantley Venture Management III, L.P., is the sole (1) general partner of Brantley Venture Partners III, L.P. The Reporting Person is the sole stockholder of Brantley Management Company, which serves as an adviser to Brantley Venture Partners III, L.P., Brantley Partners IV, L.P. and certain other affiliates of the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- 20,455 shares by Brantley Partners IV, L.P. The Reporting Person is the sole general partner of Pinkas Family Partners, L.P., which is a general and limited partner of Brantley Venture Management IV, L.P. Brantley Venture Management IV, L.P. is the sole general partner of Brantley Partners IV, L.P. The Reporting Person is the sole stockholder of Brantley Management Company, which serves as an adviser to Brantley Venture Partners III, L.P., Brantley Partners IV, L.P. and certain other affiliates of the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- The Reporting Person is filing this Form 4 to report changes in the Reporting Person's beneficial ownership of certain shares as a result of termination of the investment advisory relationship between Brantley Capital Management, L.L.C. and Brantley Capital Corporation as of September 28, 2005.

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#### **Remarks:**

The shares indirectly beneficially owned by the Reporting Person include Class B Common Stock, which is convertible into C Stock at a floating rate partially determined by reference to the price of the Class A Common Stock. Therefore, the Class B C Stock is not a "derivative security" reportable pursuant to Section 16 and the Class B Common Stock indirectly beneficially owned by the Reporting Person has not been included on this form. The Reporting Person disclaims beneficial ownership of shares except to the extent of his pecuniary interest therein.

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.