

SOMANETICS CORP
Form 4
September 30, 2005

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 *
VICTOR MARY ANN

(Last) (First) (Middle)

**C/O SOMANETICS
CORPORATION, 1653 EAST
MAPLE ROAD**

(Street)

TROY, MI 48083

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SOMANETICS CORP [SMTS]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
V.P. Communications and Admin.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	09/30/2005		M		3,000	A	\$ 4.75	3,000	D
Common Shares	09/30/2005		M		3,000	A	\$ 4	6,000	D
Common Shares	09/30/2005		M		5,000	A	\$ 4.75	11,000	D
Common Shares	09/30/2005		M		4,000	A	\$ 5.875	15,000	D
Common Shares	09/30/2005		S		1,000	D	\$ 25.148	14,000	D

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Common Shares	09/30/2005	S	5,000	D	\$ 25.1	9,000	D	
Common Shares	09/30/2005	S	1,000	D	\$ 2.513	8,000	D	
Common Shares	09/30/2005	S	5,000	D	\$ 25.15	3,000	D	
Common Shares	09/30/2005	S	1,000	D	\$ 25.131	2,000	D	
Common Shares	09/30/2005	S	1,000	D	\$ 25.11	1,000	D	
Common Shares	09/30/2005	S	1,000	D	\$ 25.1175	0	D	
Common Shares						5,100	I	By husband

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 (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. Amount or Number of Shares
Employee stock option (right to buy)	\$ 4.75	09/30/2005		M	3,000	(1) 04/23/2007	Common Shares	3,000
Employee stock option (right to buy)	\$ 4	09/30/2005		M	3,000	(2) 07/22/2007	Common Shares	3,000

Employee stock option (right to buy)	\$ 4.75	09/30/2005	M	5,000	(3)	01/22/2008	Common Shares	5,000
Employee stock option (right to buy)	\$ 5.875	09/30/2005	M	4,000	(4)	04/02/2008	Common Shares	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VICTOR MARY ANN C/O SOMANETICS CORPORATION 1653 EAST MAPLE ROAD TROY, MI 48083			V.P. Communications and Admin.	

Signatures

Mary Ann
Victor

09/30/2005

__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 option vested in one-fourth equal annual installments beginning April 23, 1998.
- (2) The option vested in one-fourth equal annual installments beginning July 22, 1998.
- (3) The option vested in one-third equal annual installments beginning January 22, 1999.
- (4) The option vested in one-third equal annual installments beginning April 2, 1999.

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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