

Brophy David J
Form 4
December 27, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brophy David J

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O NIGHTHAWK RADIOLOGY HOLDINGS, INC., 601 FRONT AVE., SUITE 502

(Street)

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

COEUR D'ALENE, ID 83814

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/22/2010		D		62,101 (1)	D	
Common Stock	12/22/2010		D		15,971 (2)	D	

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

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- (3) Pursuant to the Merger Agreement, each restricted stock unit shall be converted into the right to receive \$6.50 in cash, less withholding taxes.

- Pursuant to the Merger Agreement, each outstanding option, vested or unvested, was cancelled and converted into the right to receive an amount in cash, without interest, equal to the product of (x) the excess, if any, of (A) \$6.50 less (B) the exercise price per share attributable to such option, multiplied by (y) the total number of shares issuable upon exercise in full of such option.

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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