

SOMANETICS CORP

Form 4

September 29, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPADAFORE DOMINIC J

(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)
09/27/2005

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., Sales and Marketing

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	09/27/2005		M		20,000	A	\$ 2.3	23,500	D
Common Shares	09/27/2005		S		2,918	D	\$ 23.76	20,582	D
Common Shares	09/27/2005		S		400	D	\$ 23.9	20,182	D
Common Shares	09/27/2005		S		1,700	D	\$ 23.91	18,482	D
Common Shares	09/27/2005		S		100	D	\$ 23.94	18,382	D

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Common Shares	09/27/2005	S	1,088	D	\$ 24	17,294	D
Common Shares	09/27/2005	S	100	D	\$ 24.01	17,194	D
Common Shares	09/27/2005	S	200	D	\$ 24.03	16,994	D
Common Shares	09/27/2005	S	1,943	D	\$ 24.09	15,051	D
Common Shares	09/27/2005	S	500	D	\$ 24.21	14,551	D
Common Shares	09/27/2005	S	100	D	\$ 24.35	14,451	D
Common Shares	09/27/2005	S	93	D	\$ 24.36	14,358	D
Common Shares	09/27/2005	S	1,719	D	\$ 24.39	12,639	D
Common Shares	09/27/2005	S	100	D	\$ 24.4	12,539	D
Common Shares	09/27/2005	S	100	D	\$ 24.41	12,439	D
Common Shares	09/27/2005	S	300	D	\$ 24.44	12,139	D
Common Shares	09/27/2005	S	1,139	D	\$ 24.45	11,000	D
Common Shares	09/27/2005	S	100	D	\$ 24.5	10,900	D
Common Shares	09/28/2005	S	3,115	D	\$ 23.5	7,785	D
Common Shares	09/28/2005	S	900	D	\$ 23.51	6,885	D
Common Shares	09/28/2005	S	100	D	\$ 23.57	6,785	D
Common Shares	09/28/2005	S	2,700	D	\$ 23.86	4,085	D
Common Shares	09/28/2005	S	100	D	\$ 23.87	3,985	D
Common Shares	09/28/2005	S	205	D	\$ 23.88	3,780	D
Common Shares	09/28/2005	S	200	D	\$ 23.91	3,580	D
	09/28/2005	S	80	D		3,500	D

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Common Shares \$ 23.92

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

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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
Employee stock option (right to buy)	\$ 2.3	09/27/2005		M	20,000	<u>(1)</u> 08/01/2012	Common Shares 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SPADAFORE DOMINIC J C/O SOMANETICS CORPORATION 1653 EAST MAPLE ROAD TROY, MI 48083	V.P., Sales and Marketing

Signatures

Dominic J. Spadafore 09/29/2005
 **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 three equal annual installments beginning August 1, 2003.

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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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