

INTEGRAMED AMERICA INC
Form 4
September 30, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BlueLine Capital Partners III, LP

2. Issuer Name and Ticker or Trading Symbol
INTEGRAMED AMERICA INC
[INMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
319 DIABLO ROAD, STE 200

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2010

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

(Street)
DANVILLE, CA 94526

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 09/27/2010 | | P | V | 5,058 \$ 9.02 | A | 1,285,567 D ⁽¹⁾ |
| COMMON STOCK | 09/28/2010 | | P | V | 1,500 \$ 9.09 | A | 1,289,067 D ⁽¹⁾ |
| COMMON STOCK | 09/30/2010 | | P | V | 5,802 \$ 9.27 | A | 1,294,869 D ⁽²⁾ |

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

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(9-02)

number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BlueLine Capital Partners III, LP 319 DIABLO ROAD STE 200 DANVILLE, CA 94526 | | X | | |
| BlueLine Capital Partners, L.P. 319 DIABLO ROAD STE 200 DANVILLE, CA 94526 | | X | | |
| BlueLine Capital Partners II, L.P. 319 DIABLO ROAD STE 200 DANVILLE, CA 94526 | | X | | |
| BlueLine Catalyst Fund IX, L.P. 319 DIABLO ROAD STE 200 DANVILLE, CA 94526 | | X | | |
| BlueLine Partners, L.L.C. 319 DIABLO ROAD STE 200 DANVILLE, CA 94526 | | X | | |
| BlueLine Partners II, LLC 319 DIABLO ROAD | | X | | |

STE 200
DANVILLE, CA 94526

Blue TSV I, Ltd.
C/O MAPLES CORPORATE SERVICES LIMITED
PO BOX 309, UGLAND HOUSE
GRAND CAYMAN, E9 KY1-1104

X

Signatures

Scott A. Shuda 09/30/2010

**Signature of
Reporting Person

Date

John Steven
Kraus 09/30/2010

**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) These securities are owned by BlueLine Capital Partners III, L.P.

These securities are owned by BlueLine Catalyst Fund IX, L.P., As described in the Schedule 13D filing made on January 2, 2009 with respect to the Common Stock owned by BlueLine Capital Partners, L.P., BlueLine Capital Partners II, L.P., BlueLine Capital Partners III,

- (2) L.P., BlueLine Catalyst Fund IX, L.P., BlueLine Partners, L.L.C., BlueLine Partners II, L.L.C., and Blue TSV I, LTD, the Reporting Entities may have been deemed to be a "group" under Section 13(d) of the Securities Exchange Act and accordingly each Reporting Person may have been deemed to have beneficial ownership of 10% or more of the Common Stock.

Remarks:

John Steven Kraus, for Blue TSV I, LTD. Scott A. Shuda, by power of attorney for all other reporting persons.

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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