

QUANTUM GROUP INC /FL
Form 4
December 20, 2007

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

OMB APPROVAL

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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 *
GUILLAMA NOEL J

2. Issuer Name and Ticker or Trading Symbol
QUANTUM GROUP INC /FL [QGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3420 FAIRLANE FARMS ROAD, SUITE C
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2007

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

WELLINGTON, FL 33414

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 12/18/2007 | | A | | 132,996 | A | \$ 3.33 |
| | | | | | 824,819 | D | |

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)

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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. 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 |
| Warrant Class A <u>(1)</u> | \$ 7 | 12/18/2007 | | A | | 88,664 | | 01/12/2008 | 12/12/2014 | Common Stock | 88,664 |
| Warrant Class B <u>(1)</u> | \$ 11 | 12/18/2007 | | A | | 88,664 | | 01/12/2008 | 12/12/2014 | Common Stock | 88,664 |
| Options | \$ 3.5 | 12/18/2007 | | A | | 200,000 | | 12/18/2007 | 12/18/2017 | Common Stock | 200,000 |
| Options | <u>(1)</u> | 12/18/2007 | | A | | 30,000 | | 12/18/2008 | 12/18/2018 | Common Stock | 30,000 |
| Options | <u>(1)</u> | 12/18/2007 | | A | | 40,000 | | 12/18/2009 | 12/18/2019 | Common Stock | 40,000 |
| Options | <u>(1)</u> | 12/18/2007 | | A | | 50,000 | | 12/18/2010 | 12/18/2020 | Common Stock | 50,000 |
| Options | <u>(1)</u> | 12/18/2007 | | A | | 60,000 | | 12/18/2011 | 12/18/2021 | Common Stock | 60,000 |
| Options | <u>(1)</u> | 12/18/2007 | | A | | 70,000 | | 12/18/2012 | 12/18/2022 | Common Stock | 70,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| GUILLAMA NOEL J 3420 FAIRLANE FARMS ROAD SUITE C WELLINGTON, FL 33414 | X | X | President | |

Signatures

/s/ Noel J. Guillama 12/20/2007

**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) Options granted under 5 year employment contract. Exercise price is determined by the volume weighted average price for the 30 days period prior to the anniversary of effectiveness of the employment contract..

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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