SONOSITE INC Form 4 March 01, 2006

FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction 1(b).

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 * SCHUH MICHAEL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

SONOSITE INC [SONO]

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

02/28/2006

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

21919 30TH DRIVE SE

Director X_ Officer (give title below)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

CFO

below)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOTHELL, WA 98021

| (City) | (State) | (Zip) Tabl | e I - Non-D | Derivative : | Securi | ties Acqu | iired, Disposed of | , or Beneficial | ly Owned |
|--------------------------------|--------------------------------------|---|--|--|--------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit or(A) or Dis (Instr. 3, | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 02/28/2006 | | Code V S | Amount 410 | (D) | Price \$ 40.49 | (Instr. 3 and 4) 590 | I | by IRA |
| Common Stock | 02/28/2006 | | S | 590 | D | \$ 40.48 | 0 | I | by IRA |
| Common Stock | 02/28/2006 | | M | 20,000 | A | \$ 15.25 | 20,000 | D | |
| Common Stock | 02/28/2006 | | S | 116 | D | \$ 40.24 | 19,884 | D | |
| Common Stock | 02/28/2006 | | S | 482 | D | \$ 40.26 | 19,402 | D | |

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| Common Stock | 02/28/2006 | S | 200 | D | \$ 40.27 | 19,202 | D |
|-----------------|------------|---|-------|---|-------------|--------|---|
| Common Stock | 02/28/2006 | S | 200 | D | \$ 40.28 | 19,002 | D |
| Common Stock | 02/28/2006 | S | 1,000 | D | \$ 40.39 | 18,002 | D |
| Common Stock | 02/28/2006 | S | 400 | D | \$ 40.41 | 14,002 | D |
| Common Stock | 02/28/2006 | S | 300 | D | \$ 40.42 | 13,702 | D |
| Common Stock | 02/28/2006 | S | 100 | D | \$ 40.43 | 13,602 | D |
| Common Stock | 02/28/2006 | S | 3,200 | D | \$ 40.44 | 10,402 | D |
| Common Stock | 02/28/2006 | S | 338 | D | \$ 40.45 | 10,064 | D |
| Common Stock | 02/28/2006 | S | 600 | D | \$ 40.46 | 9,464 | D |
| Common Stock | 02/28/2006 | S | 100 | D | \$ 40.47 | 9,364 | D |
| Common Stock | 02/28/2006 | S | 200 | D | \$ 40.48 | 9,161 | D |
| Common Stock | 02/28/2006 | S | 3,957 | D | \$ 40.49 | 5,207 | D |
| Common Stock | 02/28/2006 | S | 3,553 | D | \$ 40.5 | 1,654 | D |
| Common Stock | 02/28/2006 | S | 4,734 | D | \$ 40.6 | 520 | D |
| Common Stock | 02/28/2006 | S | 520 | D | \$ 40.65 | 0 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amo |
|-------------|-------------|---------------------|--------------------|-----------------------|--------------|-------------------------|------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionDerivative | | Expiration Date | Underlying Secu |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) | | |

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Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Title

Date

A

or No

Nonqualified

Stock \$ 15.25 02/28/2006 M 20,000 02/08/2002(1) 02/08/2011 Common Stock

Options

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHUH MICHAEL J 21919 30TH DRIVE SE BOTHELL, WA 98021

CFO

Signatures

Shannon Atchison, attorney in fact for Michael J.
Schuh

03/01/2006

**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) Option grant vests 25% on each anniversary of grant date; fully vested 4 years from grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3