GOODWIN KEVIN M

Form 4

November 24, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

GOODWIN	Symbol	2. Issuer Name and Ticker or Trading Symbol SONOSITE INC [SONO]				Issuer			
(Last)	(First) (M		Earliest Tra	_			(Che	ck all applicable	;)
21919 30TH	DRIVE SE	(Month/D 11/20/20	•				_X_ Director _X_ Officer (give below)		Owner er (specify
DOTHELL	(Street)		ndment, Dat hth/Day/Year)	Č			6. Individual or J Applicable Line) _X_ Form filed by Form filed by		erson
BOTHELL, (City)		(Zip) Table	e I - Non-D	erivative S	ecurit	ies Aco	Person [uired, Disposed of		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securit on(A) or Dis (D) (Instr. 3, 4	ies Acesposed	quired of	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)
Common Stock	11/20/2008		A	50,000	A	\$ 0 (1)	171,807	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option	\$ 16.44	11/20/2008		A	150,000	11/20/2009(2)	11/20/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
GOODWIN KEVIN M							
21919 30TH DRIVE SE	X		President and CEO				
BOTHELL, WA 98021							

Signatures

Shannon Atchison, attorney in fact for Kevin M.
Goodwin

11/24/2008

**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) Grant of restricted stock units.
- (2) Options vest 25% on each anniversary of grant date and are 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.

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