

ENDOCARE INC
Form 5
April 02, 2008

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ANDREEFF DANE

(Last) (First) (Middle)

C/O ANDREEFF EQUITY
ADVISORS LLC, 450 LAUREL
ST STE 2105

(Street)

BATON ROUGE, LA 70801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENDOCARE INC [ENDO]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/18/2008 ⁽³⁾	Â	P4 ⁽³⁾	44,722 A	\$ 1,196,485 5.9737 ⁽¹⁾	I ⁽¹⁾	See Footnote ⁽¹⁾
Common Stock	01/18/2008	Â	P4	35,474 A	\$ 1,231,959 5.9737 ⁽²⁾	I ⁽²⁾	See Footnote ⁽²⁾
Common Stock	01/31/2008	Â	P4	1,284 A	\$ 1,233,243 7.1023 ⁽¹⁾	I ⁽¹⁾	See Footnote

Common Stock	01/31/2008	Â	P4	2,000	A	\$ 7.1023	1,235,243 (2)	I (2)	(1) See Footnote (2)
Common Stock	03/31/2008	Â	P4	26,826	A	\$ 6.6895	1,262,069 (2)	I (2)	See Footnote (2)

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

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(9-02)

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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ANDREEFF DANE
C/O ANDREEFF EQUITY ADVISORS LLC
450 LAUREL ST STE 2105
BATON ROUGE, LA 70801

Â Â X Â Â

Signatures

By: /s/ Dane
Andreeff 04/02/2008

**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) This transaction was made by a fund that is not, itself, a 10% owner of the issuer's securities. As the managing member of the fund's general partner, Dane Andreeff is reporting this transaction because he may be deemed the indirect beneficial owner of 10% or more of the issuer's securities, in the aggregate. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest herein.

(2) This transaction was made by a fund that is not, itself, a 10% owner of the issuer's securities. As a Director of the fund, Dane Andreeff, is reporting this transaction because he may be deemed an indirect beneficial owner of 10% or more of the issuer's securities, in the aggregate. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) The reporting person became a 10% owner of the issuer's securities on this date. These holdings were reportable on a Form 3. The SEC's reporting system would not accept that form type to be listed in Table I of this Form 5 filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.