

ORION HEALTHCORP INC

Form 4

April 12, 2006

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 *
CASCIO PAUL H

(Last) (First) (Middle)

3201 ENTERPRISE PKWY., SUITE
 350

(Street)

BEACHWOOD, OH 44122

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

ORION HEALTHCORP INC [ONH]

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

09/28/2005

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock			Code V Amount (D) Price	(A) or (D)	2,321,649 ⁽³⁾	I ⁽¹⁾	See Footnote 1

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

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 information contained in this form are not
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SEC 1474
 (9-02)

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)	8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 0.01					12/15/2004	12/15/2009	Class A Common Stock	20,455 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CASCIO PAUL H 3201 ENTERPRISE PKWY. SUITE 350 BEACHWOOD, OH 44122	X

Signatures

/s/ Paul H. Cascio, by Stephen Murdock,
Agent 04/12/2006

 **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) 2,321,649 shares by Brantley Venture Partners III, L.P. The Reporting Person is a general and limited partner of Brantley Venture Management III, L.P., which is the sole general partner of Brantley Venture Partners III, L.P. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2) 20,455 shares by Brantley Partners IV, L.P. The Reporting Person is a limited partner of, and member of a general partner of, Brantley Venture Management IV, L.P., which is the sole general partner of Brantley Partners IV, L.P.
- (3) The Reporting Person is filing this Form 4 to report changes in the Reporting Person's beneficial ownership of certain shares as a result of termination of the investment advisory relationship between Brantley Capital Management, L.L.C. and Brantley Capital Corporation as of September 28, 2005.

Remarks:

The shares indirectly beneficially owned by the Reporting Person include Class B Common Stock, which is convertible into Class A Common Stock at a floating rate partially determined by reference to the price of the Class A Common Stock. Therefore, the Class B Common Stock is not a "derivative security" reportable pursuant to Section 16 and the Class B Common Stock indirectly beneficially owned by the Reporting Person has not been included on this form. The Reporting Person disclaims beneficial ownership of such shares.

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shares except to the extent of his pecuniary interest therein.

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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