

PATIENT INFOSYSTEMS INC
 Form 4
 January 27, 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 *
 SCHAFFER DERACE L

2. Issuer Name and Ticker or Trading Symbol
 PATIENT INFOSYSTEMS INC
 [PATY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2006

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

46 PRINCE ST

(Street)

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

ROCHESTER, NY 14607

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common Stock | 01/25/2006 ⁽¹⁾ | 01/25/2006 | C | | | 250,000 | A \$ 1 | 921,517 | D |
| Common Stock | 01/25/2006 ⁽²⁾ | 01/25/2006 | C | | | 210,930 | A \$ 1 | 1,132,447 | D |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|--------|-------------------------------------------------------------|-----------------|--------|---------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Seris C Preferred | (1) | 01/25/2006(1) | 01/25/2006 | C | | | 25,000 | (1) | (1) | Common | 250,000 |
| Seris D Preferred | (2) | 01/25/2006(2) | 01/25/2006 | C | | | 21,093 | (2) | (2) | Common | 210,930 |
| Option | \$ 2.8 | 01/25/2006 | 01/25/2006 | H(3) | | | 50,000 | 11/17/2004 | 01/25/2006 | Common | 50,000 |
| Warrant | \$ 0.95 | 01/25/2006 | 01/25/2006 | A(3) | | | 37,500 | 01/25/2006 | 01/25/2009 | Common | 37,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHAFFER DERACE L 46 PRINCE ST ROCHESTER, NY 14607 | | X | | |

Signatures

Derace L.
Schaffer

01/27/2006

**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) Conversion of Series C Convertible Preferred Stock into Common Stock
- (2) Conversion of Series D Convertible Preferred Stock into Common Stock
- (3) Cancellation of option to purchase Common Stock in exchange for a warrant to purchase Common Stock

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.