

ENSGN GROUP, INC
Form 4
November 06, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Christensen Christopher R.

2. Issuer Name and Ticker or Trading Symbol
ENSGN GROUP, INC [ENSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

27101 PUERTA REAL, SUITE 450

11/04/2008

President & CEO

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

MISSION VIEJO, CA 92691

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/04/2008		M	4,000 A	\$ 2.45 14,500 ⁽¹⁾	I	By Spouse
Common Stock	11/04/2008		M	6,000 A	\$ 7.5 20,500 ⁽¹⁾	I	By Spouse
Common Stock	11/04/2008		S	2,700 D	\$ 18.51 17,800 ⁽¹⁾ ⁽²⁾	I	By Spouse
Common Stock	11/05/2008		S	13,067 D	\$ 16.02 4,733 ⁽¹⁾ ⁽³⁾	I	By Spouse
	11/06/2008		S	2,112 D	\$ 15 2,621 ⁽¹⁾	I	By Spouse

Common
Stock

Common
Stock

1,854,500 ⁽⁴⁾ I

Hobble
Creek
Investments,
LLC ⁽⁶⁾

Common
Stock

4,000 ⁽⁵⁾ I

By Children

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options	\$ 2.45	11/04/2008		M	4,000	12/22/2004 12/22/2014	Common Stock	4,000 ⁽¹⁾	
Employee Stock Options	\$ 7.5	11/04/2008		M	6,000	07/26/2006 07/26/2016	Common Stock	6,000 ⁽¹⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Christensen Christopher R. 27101 PUERTA REAL, SUITE 450 MISSION VIEJO, CA 92691	X	X	President & CEO	

Signatures

/s/ Daniel Walker, as attorney-in-fact for Christopher R. Christensen

11/06/2008

__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) The reporting person acquired beneficial ownership of these shares upon his marriage to the owner of the shares. The reporting person disclaims beneficial ownership of these shares and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) 1,000 shares were sold for \$18.50, 1,100 shares were sold for \$18.51 and 600 shares were sold for \$18.52.

(3) This transaction was executed in multiple trades at prices ranging from \$16.00 to \$16.23. The price above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) Since the date of the reporting person's last ownership report, the Christensen Family Trust dated 10/24/05 transferred 1,854,500 shares of common stock to Mr. Christensen and 1,854,500 shares to his ex-wife pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.

(5) These shares include 4,000 shares held for Mr. Christensen's minor children under the California Uniform Transfers to Minors Act. Mr. Christensen's ex-wife holds voting and investment power over these shares. Mr. Christensen disclaims ownership of these 4,000 shares and this report shall not be deemed an admission that Mr. Christensen is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(6) Mr. Christensen is the sole member of this entity.

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.