

COMPUMED INC
Form 3/A
March 29, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Boston Avenue Capital | | (Month/Day/Year) | COMPUMED INC [CMPD.OB] | |
| (Last) | (First) | (Middle) | 03/14/2007 | |
| 15 EAST 5TH STREET, Â SUITE 3200 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 03/23/2007 |
| TULSA, Â OK Â 74103 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 63,500 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|--|----------------------------|---|
| Class D 2% Convertible | Â (2) | Â (3) | Common Stock | 8,334,000 \$ (4) | | D | Â |
| Comon Stock Purchase Warrant | Â (2) | 03/12/2012 | Common Stock | 4,166,500 \$ 0.3 | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Boston Avenue Capital 15 EAST 5TH STREET SUITE 3200 TULSA,Â OKÂ 74103 | Â | Â X | Â | Â |
| Yorktown Avenue Capital, LLC C/O T. WAGMAN @ FREDERIC DORWART LAWYERS 124 EAST FOURTH STREET TULSA,Â OKÂ 74103 | Â | Â X | Â | Â |
| Value Fund Advisors, LLC 415 SOUTH BOSTON AVENUE 9TH FLOOR TULSA,Â OKÂ 74103 | Â | Â X | Â | Â |
| Gillman Charles M 415 SOUTH BOSTON AVE 9TH FLOOR TULSA,Â OKÂ 74103 | Â | Â X | Â | Â |

Signatures

Frederic
Dorwart 03/29/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These shares are owned by Yorktown Avenue Capital, LLC.
- (2) These shares are owned by Boston Avenue Capital, LLC and exercisable/convertible at any time.
- (3) There is no expiration date.
- (4) Each share is convertible into 2,000 shares of common stock.

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Remarks:

This is a joint Form 3 filing. Boston Avenue Capital, LLC is the designated filer. All reporting

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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.