

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**  
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### REPORTING OWNER

#### HAMILTON WARD W

CIK: **1237796**

Type: **4** | Act: **34** | File No.: **001-34031** | Film No.: **12797123**

Mailing Address

*P.O. BOX 183*

*MOULTONBORO NH 03254*

### ISSUER

#### ZOLL MEDICAL CORP

CIK: **887568** | IRS No.: **042711626** | State of Incorp.: **MA** | Fiscal Year End: **1001**  
SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address

*269 MILL ROAD*

*CHELMSFORD MA*

*01824-4105*

Business Address

*269 MILL ROAD*

*CHELMSFORD MA*

*01824-4105*

*9784219655*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>HAMILTON WARD W</b>			2. Issuer Name and Ticker or Trading Symbol <b>ZOLL MEDICAL CORP [ZOLL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Senior VP, Marketing</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/26/2012</b>			
PO BOX 183			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(Street) <b>MOULTONBORO, NH 03254</b>						
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/26/2012		<u>D</u>		1,347 <sup>(1)</sup>	D	\$93	0	D	
Common Stock	04/26/2012		<u>E</u>		653	D	\$ 0	0	D	
Common Stock	04/26/2012		<u>M</u>		1,875	A	\$23.05	1,875	D	
Common Stock	04/26/2012		<u>M</u>		2,500	A	\$22.05	4,375	D	
Common Stock	04/26/2012		<u>M</u>		3,750	A	\$20.23	8,125	D	
Common Stock	04/26/2012		<u>M</u>		5,000	A	\$30.27	13,125	D	
Common Stock	04/26/2012		<u>M</u>		3,000	A	\$37.67	16,125	D	
Common Stock	04/26/2012		<u>D</u>		16,125 <sup>(2)</sup>	D	\$93	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Stock Option	\$23.05	04/26/2012		<u>M</u>		1,875	11/14/2008 <sup>(3)</sup>	11/14/2017	Common Stock	1,875	\$ 0	0	D	
Stock Option	\$22.05	04/26/2012		<u>M</u>		2,500	11/11/2009 <sup>(3)</sup>	11/11/2018	Common Stock	2,500	\$ 0	0	D	
Stock Option	\$20.23	04/26/2012		<u>M</u>		3,750	11/10/2010 <sup>(3)</sup>	11/10/2019	Common Stock	3,750	\$ 0	0	D	
Stock Option	\$30.27	04/26/2012		<u>M</u>		5,000	11/16/2011 <sup>(3)</sup>	11/16/2020	Common Stock	5,000	\$ 0	0	D	
Stock Option	\$37.67	04/26/2012		<u>M</u>		3,000	11/15/2012 <sup>(3)</sup>	11/15/2021	Common Stock	3,000	\$ 0	0	D	

**Explanation of Responses:**

1. These restricted stock awards vested in full and were cancelled immediately prior to the effective time of the merger (the "Merger") pursuant to that certain Agreement and Plan of Merger, dated March 12, 2012, by and among ZOLL Medical Corporation, Asahi Kasei Corporation, Asahi Kasei Holdings US, Inc. and Asclepius Subsidiary Corporation (the "Merger Agreement") in exchange for an aggregate cash payment equal to the number of shares of ZOLL Medical Corporation's common stock underlying such restricted stock awards multiplied by the per share purchase price of \$93.00.
2. Disposed of at the effective time of the Merger pursuant to the terms of the Merger Agreement.
3. Represents options under ZOLL Medical Corporation's Amended and Restated 2001 Stock Incentive Plan that were either fully exercisable or accelerated in full and exercised pursuant to the terms of the Merger Agreement.

**Signatures**

/s/ Maureen Callahan, By Power of Attorney

\*\* Signature of Reporting Person

04/30/2012

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**