

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-04** | Period of Report: **2007-11-30**

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### ISSUER

#### HEARUSA INC

CIK: **821536** | IRS No.: **222748248** | State of Incorpor.: **DE** | Fiscal Year End: **1225**  
SIC: **5990** Retail stores, nec

Mailing Address	Business Address
1250 NORTHPOINT PARKWAY WEST PALM BEACH FL 33407	1250 NORTHPOINT PARKWAY WEST PALM BEACH FL 33407 5614788770

### REPORTING OWNER

#### ARCHIBALD THOMAS W

CIK: **1264550**  
Type: **4** | Act: **34** | File No.: **001-11655** | Film No.: **071283894**

Mailing Address	Business Address
1250 NORTHPOINT PARKWAY WEST PALM BEACH FL 33407	561-478-8770

# 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

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>ARCHIBALD THOMAS W</b>			2. Issuer Name and Ticker or Trading Symbol <b>HEARUSA INC [EAR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/30/2007</b>					
1342 ARENA AVE.			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 <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>PACIFIC GROVE, CA 93950</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			

**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						Title
Stock Option (Right to Buy)	\$1.45	11/30/2007		A		20,000		(I)	11/30/2017	Common Stock	20,000	\$ 0	20,000	D	

**Explanation of Responses:**

1. The option to purchase 20,000 shares of common stock was awarded on November 30, 2007 under the HearUSA, Inc. 2007 Incentive Compensation Plan in a transaction exempt under Rule 16b-3 and becomes exercisable ratably over three years starting on November 30, 2008.

**Remarks:**

See Exhibit 24 - Power of Attorney

**Signatures**

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.**

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Stephen J. Hansbrough and LaDawn Naegle, or either of them with full power of substitution, the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the capacity of the undersigned listed below, a Form ID Application to obtain access codes for the Electronic Data Gathering, Analysis and Retrieval ("EDGAR") system of the U.S. Securities and Exchange Commission;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of HearUSA, Inc. (the "Company"), Form 3, Form 4s and Form 5s in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute such Form ID Application and any such Form 3, Form 4s and Form 5s complete and execute any amendment or amendments thereto, and file such Forms with the United States Securities and Exchange Commission; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the responsibilities of the undersigned to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the holdings of the undersigned and transactions in securities issued by the Company, unless earlier revoked with respect to either or both of the herein named attorneys-in-fact by the undersigned in a signed writing delivered to such person or persons.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date and in the capacity set forth below.

Dated: December 4, 2007

/s/ Thomas W. Archibald  
Thomas W. Archibald