Freddo James L Form 4 December 07, 2010

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

Estimated average

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Freddo James L

2. Issuer Name and Ticker or Trading Symbol

InfuSystem Holdings, Inc [INHI.OB]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

(Zip)

(Month/Day/Year)

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

C/O INFUSYSTEM HOLDINGS. INC., 31700 RESEARCH PARK **DRIVE**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

12/03/2010

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Applicable Line)

MADISON HEIGHTS, MI 48071

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

or Price Code V Amount (D)

(A)

Transaction(s) (Instr. 3 and 4)

Common

(City)

Stock, par value

\$0.0001 per share

12/03/2010

75,000 (1)

115,000

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	(1)	12/03/2010		D <u>(1)</u>	75,000	<u>(1)</u>	<u>(1)</u>	Common Stock	75,000

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
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Freddo James L C/O INFUSYSTEM HOLDINGS, INC. 31700 RESEARCH PARK DRIVE MADISON HEIGHTS, MI 48071



Signatures

James L. Freddo 12/03/2010

**Signature of 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).

On April 8, 2010, the reporting person acquired 75,000 Restricted Stock Units ("RSUs") representing 75,000 common shares of

(1) InfuSystem Holdings, Inc. (the "Company") pursuant to a grant by the Company under its 2007 Stock Incentive Plan. On December 3, 2010, the Company's Board of Directors accelerated the vesting of all 75,000 RSUs to vest immediately.

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.

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