FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OIVID AFF | ROVAL |
|---------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average t | ourden |
| houre per recoones. | 0.5 |

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | ss of Reporting Person | * | | | ssuer Name and Tio <u>oScrip, Inc.</u> [| | | g Symbol | | | | Relationship of Repo eck all applicable) | orting Person(s) | to Issuer | | |
|------------------------------|------------------------|------------|----------------------|-------|--|-----------------------------------|---------------------|-------------------------------|---------------------|---|--|---|-----------------------------------|--|--|--|
| FRIEDMAN RICHARD H | | | | | oociip, iiici [| | J | | | X Director 10% Owner V Officer (give title Other (specify | | | | | | |
| (Last) | (First) | (Middle) | | | Date of Earliest Tran | saction | (Mon | th/Day/Year) | | | | below) | be | ther (specify elow) | | |
| 100 CLEARBROOK ROAD | | | | | 17/2005 | | | | | Chairman of the Board and CEO | | | | | | |
| Street) | | | | 4. If | Amendment, Date | of Origi | nal Fi | ed (Month/Da | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| ELMSFORD NY 10523 | | | | | | | | | | X Form filed by One Reporting Person | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| | Т | able I - I | Non-Deriva | ativo | e Securities A | cauire | ed. D | isposed o | f. or B | enefic | iall | v Owned | | | | |
| Title of Security (Instr. 3) | | | 2. Transaction | | n 2A. Deemed Execution Date, | | | 4. Securities Acquired (A) or | | | 5. Amount of | | 6. Ownership Form: Direct | 7. Nature of | | |
| | | | Date (Month/Day/Y | rear) | | Transaction Code (Instr. 8) | | Disposed Of | נט (Instr. 3, 4 and | | ` B | Securities Beneficially Owned Following | (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Ownership | | |
| | | | | Code | | v | Amount (A) or Price | | Price | ┫ | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | | |
| Common Stock, S | \$.0001 Par Value | | 08/17/20 | 09 | | M | | 36,900 | A | \$2.16 | 6 | 1,109,079 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 2,900 | D | \$5.72 | 2 | 1,106,179 | D | | | |
| Common Stock, S | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 300 | D | \$5.72 | 5 | 1,105,879 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 3,200 | D | \$5.73 | 3 | 1,102,679 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 100 | D | \$5.74 | 4 | 1,102,579 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 1,700 | D | \$5.75 | 5 | 1,100,879 | D | | | |
| Common Stock, S | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 2,200 | D | \$5.76 | 6 | 1,098,679 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 2,200 | D | \$5.77 | 7 | 1,096,479 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 600 | D | \$5.78 | В | 1,095,879 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 400 | D | \$5.78 | 5 | 1,095,479 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 600 | D | \$5.79 | 9 | 1,094,879 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 1,500 | D | \$5.8 | | 1,093,379 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 2,300 | D | \$5.81 | 1 | 1,091,079 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 900 | D | \$5.82 | 2 | 1,090,179 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 3,500 | D | \$5.83 | 3 | 1,086,679 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 1,000 | D | \$5.84 | 4 | 1,085,679 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 5,900 | D | \$5.85 | 5 | 1,079,779 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 400 | D | \$5.850 | 01 | 1,079,379 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 300 | D | \$5.85 | 1 | 1,079,079 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 600 | D | \$5.85 | 5 | 1,078,479 | D | | | |
| Common Stock, S | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 1,800 | D | \$5.86 | 6 | 1,076,679 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 100 | D | \$5.87 | 7 | 1,076,579 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 900 | D | \$5.88 | В | 1,075,679 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 1,200 | D | \$5.89 | 9 | 1,074,479 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 400 | D | \$5.89 | 5 | 1,074,079 | D | | | |
| Common Stock, | \$.0001 Par Value | | 08/17/20 | 09 | | S | | 1,900 | D | \$5.9 | | 1,072,179 | D | | | |
| Common Stock, S | \$.0001 Par Value | | | | | | | | | | | 10,000 | I | By Shares Held By Ltd Partnership ⁽¹⁾ | | |
| | | Tabla | II Davissat | ive | Coourition And | | L D: | anacad of | or Do | fisis | 115. | Owned | , | | | |

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) | FAME Pled Deri Execution Date, if any (e.g. (Month/Day/Year) | Vative fransa (Puls 8) | Sec iction in Gall | Sec Acq (A) (Dist | urities uired or oosed | Sieralder in Bel refigiera Section par Section in the section particular | THE THE SECTION OF SECURITIES OF SECURITIES OF SECURITIES OF SECURITIES OF SECURITIES OF SECURITIES OF SECURITY (Instr. 3 and 4) | | | Swifted of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|---------------------------------|--------------------------|--|---------------------------------|---|--|---|---------------------|---|--|--|--|
| 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. Transa Code (8) | | of (D) (Instr. 3: 4 and 5) The and 5 Derivative Securities Acquired (A) or (D) Disposed | | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 ar (I/I/mber Title of Shares | | 8. Price of Derivative Security (Instr. 5) | Transaction(s) Transa | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | 0) (Instr. and 5) | | | | | | Transaction(s) (Instr. 4) | | |
| | | | | | | | | | | | Amount or | | | | |
| Employee _Stock_ | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Common Stock, | Number of Shares | | | | |
| Option (Right to Buy) | \$2.16 | 08/17/2009 | | M | | | 36,900 | 10/08/2000 ⁽²⁾ | 10/08/2009 | \$.0001 Par Value | 36,900 | \$0 | 148,906 | D | |
| Option To Purchase Common Stock | \$2.73 | | | | | | | 04/28/2010 ⁽³⁾ | 04/28/2019 | Common Stock, \$.0001 Par Value | 150,000 | | 150,000 | D | |
| Employee Stock Option (Right to Buy) | \$2.37 | | | | | | | 10/08/2000 ⁽²⁾ | 10/08/2009 | Common Stock, \$.0001 Par Value | 42,194 | | 42,194 | D | |
| Employee Stock Option (Right to Buy) | \$12.2 | | | | | | | 11/28/2002 ⁽²⁾ | 11/28/2011 | Common Stock, \$.0001 Par Value | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Buy) | \$17.8 | | | | | | | 01/02/2003 ⁽²⁾ | 01/02/2012 | Common Stock, \$.0001 Par Value | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Buy) | \$5.8 | | | | | | | 01/02/2004 ⁽²⁾ | 01/02/2013 | Common Stock, \$.0001 Par Value | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Buy) | \$7.03 | | | | | | | 01/02/2005 ⁽²⁾ | 01/02/2014 | Common Stock, \$.0001 Par Value | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Buy) | \$6.36 | | | | | | | 01/03/2006 ⁽²⁾ | 01/03/2015 | Common Stock, \$.0001 Par Value | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Buy) | \$7.54 | | | | | | | 01/03/2007 ⁽³⁾ | 01/03/2016 | Common Stock, \$.0001 Par Value | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Buy) | \$2.47 | | | | | | | 11/01/2007 ⁽³⁾ | 11/01/2016 | Common Stock, \$.0001 Par Value | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Buy) | \$3.46 | | | | | | | 01/02/2008 ⁽³⁾ | 01/02/2017 | Common Stock, \$.0001 Par Value | 200,000 | | 200,000 | D | |
| Employee Stock Option (Right to Buy) | \$7.7 | | | | | | | 01/02/2009 ⁽³⁾ | 01/02/2018 | Common Stock, \$.0001 Par Value | 70,000 | | 70,000 | D | |
| Option To Purchase Common Stock | \$6.52 | | | | | | | 04/29/2009 ⁽³⁾ | 04/29/2018 | Common Stock, \$.0001 Par Value | 112,500 | | 112,500 | D | |

Explanation of Responses:

- 1. Share of Common Stock are owned by the Richard Friedman Family Limited Partnership, of which Mr. Friedman is a general and limited partner. Mr. Friedman has shared voting and dispositive power with respect to these shares of Common Stock.
- 2. Fully Vested
- 3. Vests and becomes exercisable in three equal annual installments commencing on the first anniversary of the date of grant.

/s/ Richard H. Friedman 08/18/2009

** Signature of Reporting Person

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.

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