Edgar Filing: Terry David L Jr - Form 4

Terry David I Form 4	L Jr									
February 15,	2011									
	1							OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE CO Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 10 Form 4 or	er STATEM 6.	ENT OF CHA	F CHANGES IN BENEFICIAL OWN SECURITIES				NERSHIP OF	Expires: January 3 200 Estimated average burden hours per response 0		
Form 5 obligation may conti <i>See</i> Instru 1(b).	$\frac{18}{1000}$ Section 17(a			ding Con	ipany	Act of	1935 or Section		0.0	
(Print or Type R	Responses)									
1. Name and Address of Reporting Person <u>*</u> Terry David L Jr			2. Issuer Name and Ticker or Trading Symbol HealthSpring, Inc. [HS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 9009 CAROTHERS PARKWAY, SUITE 501			3. Date of Earliest Transaction (Month/Day/Year) 02/13/2011				Director 10% Owner X Officer (give title Other (specify below) below) Senior VP & Chief Actuary			
			Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
FRANKLIN	, TN 37067						Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip) T	able I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code ar) (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	spose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/13/2011		F	488 <u>(1)</u>	D	\$ 32.02	95,709	D		

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

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 control number.

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

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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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
i O	Director	10% Owner	Officer	Other			
Terry David L Jr 9009 CAROTHERS PARKWAY SUITE 501 FRANKLIN, TN 37067			Senior VP & Chief Actuary				
Signatures							
/s/ J. Gentry Barden, Attorney-in-Fact		02/15/2011					
**Signature of Reporting Person		Date					
Explanation of Responses:							

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).

(1) Shares withheld to satisfy the Company's tax withholding obligations on vesting of shares of restricted stock.

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.