## Edgar Filing: Flipse Mary - Form 4

Flipse Mary											
Form 4											
March 04, 201	13										
FORM	4									PPROVAL	
	UNITEL	O STATES		ITIES AN hington, l			IGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no longe	r								Expires:	January 31,	
subject to STATEMENT OF Cl				CHANGES IN BENEFICIAL OW				NERSHIP OF	Estimated a	2005 average	
Section 16.	·•			SECURITIES					burden hou	•	
Form 4 or Form 5	<b>T</b> '1 1		0 1 10		а	Б	1	A ( 61024	response	0.5	
obligations	, <b>^</b>						•	e Act of 1934,			
may contin	nue. Section 17		of the Inv	•	<b>.</b>			f 1935 or Sectio	n		
<i>See</i> Instruc 1(b).	tion	50(II)		estinent	Joinpany	Act	01 194	ŧU			
(Print or Type Re	esponses)										
Flipse Mary Syn			Symbol	-				5. Relationship of Reporting Person(s) to Issuer			
			HEALTH	HEALTHWAYS, INC [HWAY]					(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of I	Earliest Tra	nsaction						
701 COOL 6				th/Day/Year)			Director 10% Owner X Officer (give title Other (specify				
/01 COOL 5	PRINGS BLV	D	02/28/20	13				below)	below) neral Counsel	er (speeny	
	(Street)		4. If Amen	dment, Date	e Original			6. Individual or Jo	oint/Group Filin	1g(Check	
				d(Month/Day/Year)				Applicable Line)			
FRANKLIN,	TN 37067							_X_ Form filed by 0 Form filed by M Person	One Reporting Pe More than One Re		
		(7.)									
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction E			3.	4. Securi			5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Ye		ion Date, if	Transactio Code				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Instr. 5)		any (Month	CodeDisposed of (D)th/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)					Owned		Ownership	
			•					Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				a		or		(Instr. 3 and 4)			
Restricted				Code V		(D)	Price	. , ,			
Stock Units	02/28/2013			А	4,569 (1)	А	\$0	14,569	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. 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option to Buy	\$ 12.85	02/28/2013		А	13,568	02/28/2014(1)	02/28/2023	Common Stock	13,568

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r o o	Director	10% Owner	Officer	Other			
Flipse Mary 701 COOL SPRINGS BLVD FRANKLIN, TN 37067			General Counsel				
Signatures							
/s/ Alfred Lumsdaine, by power of Flipse	03/04/2013						

\*\*Signature of Reporting Person

## **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) Options/restricted stock units vest 25% per year beginning on 2/28/2014.

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.

Date