HEALTHWAYS, INC

Form 4 June 29, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hargreaves Glenn (Last) (First) (Middle)			Symbol		nd Ticker or Trading S, INC [HWAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			3. Date of	f Earliest 7	Γransaction					
701 COOL S		(Month/I 06/26/2	Day/Year) 015		Director 10% OwnerX Officer (give title Other (specify below) Chief Accounting Officer					
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
		Filed(Mo	nth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person					
FRANKLIN	I, TN 37067					Person	by More than One Re	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acc	quired, Dispose	ed of, or Beneficial	lly Owne		
1.Title of Security		Date 2A. Dee 'ear) Execution		3. Transact	4. Securities Acquired tion(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct			

(elly)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially								
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. Securiti on(A) or Dis (Instr. 3, 4)	sposed	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	06/26/2015		F	717 (1)	D	\$ 12.35	39,987	D	
Common Stock							1,030	I	Held in 401(k)

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

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Num	Number			
								of			
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Hargreaves Glenn 701 COOL SPRINGS BOULEVARD FRANKLIN, TN 37067

Chief Accounting Officer

Signatures

/s/ Alfred Lumsdaine, by power of attorney for Glenn Hargreaves

06/29/2015

**Signature of Reporting 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).
- Reflects 717 shares withheld to cover the payment of taxes following the vesting of 2,618 restricted stock units granted on June 26, 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.

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