HEALTHWAYS, INC Form 4

November 02, 2016

# FORM 4

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

OMB Number 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

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**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

burden hours per response...

Estimated average

See Instruction 1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Hargreaves Glenn			2. Issuer Name and Ticker or Trading Symbol HEALTHWAYS, INC [HWAY]					5. Relationship of Reporting Person(s) to Issuer  (Chaele all applicable)			
(Last)	` , , , ,	Middle)	3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify				
701 COOL SPRINGS BOULEVARD			11/01/2016				below)  Interim Chief FinancialOfficer				
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
FRANKLIN, TN 37067											
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Day/Year) Execution Date, any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		Securities Form: Direct Indirect Beneficially (D) or Beneficia Owned Indirect (I) Ownershi Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	11/01/2016			A	10,000 (1)	A	\$ 0	70,853	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.

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#### Edgar Filing: HEALTHWAYS, INC - Form 4

# 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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hargreaves Glenn 701 COOL SPRINGS BOULEVARD FRANKLIN, TN 37067

Interim Chief FinancialOfficer

### **Signatures**

/s/ Glenn

Hargreaves 11/02/2016

\*\*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).
- (1) Reflects restricted stock units that vest on 11/01/2017.

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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