#### LUMSDAINE ALFRED

Form 4 March 03, 2009

## FORM 4

### OMB APPROVAL

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

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Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * LUMSDAINE ALFRED			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
			HEALTHWAYS, INC [HWAY]									
(Last)	(First)	(Middle)	3. Date of Earliest Transaction									
701 COOL SPRINGS BLVD			(Month/Day/Year) 03/03/2009					Director 10% Owner Sylvary Officer (give title Other (specify below) below)  SVP and Corporate Controller				
(Street)			4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
FRANKLIN	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									lly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	ispose	d of	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				Code V	Amount	(D)	Price \$	,				
Stock	03/03/2009			P	500	A	7.65	1,750	D			
Common Stock								424	I	Held in 401(k) Plan		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.												

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SEC 1474

(9-02)

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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. T	5.	6. Date Exerc		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	Secui
(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	quired				Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration ble Date	or Title Number of			
						Exercisable			Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LUMSDAINE ALFRED 701 COOL SPRINGS BLVD FRANKLIN, TN 37067

SVP and Corporate Controller

## **Signatures**

/s/ Alfred

Lumsdaine 03/03/2009

\*\*Signature of 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).

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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