

Rubin Jonathan N
Form 4
November 20, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rubin Jonathan N

2. Issuer Name **and** Ticker or Trading
Symbol
MAGELLAN HEALTH INC
[MGLN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
55 NOD ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Financial Officer

AVON, CT 06001

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Common Stock, \$0.01 par value	11/02/2016		M ⁽¹⁾	2,420 A	\$ 0 ⁽²⁾ 26,042	D	
Ordinary Common Stock, \$0.01 par value	11/02/2016		F ⁽³⁾	831 D	\$ 50.55 ⁽⁴⁾ 25,211	D	
Ordinary Common	11/02/2017		M ⁽¹⁾	2,420 A	\$ 0 ⁽²⁾ 27,631	D	

Stock,
\$0.01 par
value

Ordinary
Common

Stock,	11/02/2017	F ⁽³⁾	1,184	D	\$	84.75	26,447	D
\$0.01 par value					(5)			

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

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	9. Debit or Credit to Equity (Instr. 10)
Restricted Stock Units	\$ 0 ⁽²⁾	11/02/2016		M ⁽¹⁾	2,420	11/02/2016 ⁽²⁾	Common Stock	2,420	\$
Restricted Stock Units	\$ 0 ⁽²⁾	11/02/2017		M ⁽¹⁾	2,420	11/02/2017 ⁽²⁾	Common Stock	2,420	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rubin Jonathan N 55 NOD ROAD AVON, CT 06001	Chief Financial Officer

Signatures

/s/ Jonathan N.
Rubin

11/20/2017

 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) This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on November 2, 2015. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock.
- (2) Not applicable.
- (3) Represents the portion of shares withheld by the Company in order to pay taxes.
- (4) Closing price on NASDAQ on November 2, 2016.
- (5) Closing price on NASDAQ on November 2, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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