

HEALTHWAYS, INC

Form 4

June 05, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BISGARD JAY C

(Last) (First) (Middle)

**701 COOL SPRINGS
BOULEVARD**

(Street)

FRANKLIN, TN 37067

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HEALTHWAYS, INC [HWAY]

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 (A) 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/03/2013		M	4,869 A \$ 12.175	10,980	D	
Common Stock	06/03/2013		S ⁽¹⁾	4,869 D \$ 14.58 (2)	6,111	D	
Common Stock	06/04/2013		M	4,749 A \$ 12.175	10,860	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to buy	\$ 12.175	06/03/2013		M		4,869		06/18/2003 ⁽³⁾	06/18/2013	Common Stock	4,869
Option to buy	\$ 12.175	06/04/2013		M		4,749		06/18/2003 ⁽³⁾	06/18/2013	Common Stock	4,749

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

BISGARD JAY C
701 COOL SPRINGS BOULEVARD X
FRANKLIN, TN 37067

Signatures

/s/ Alfred Lumsdaine by power of attorney for Jay C.
Bisgard 06/05/2013

**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) The options reported herein are part of a grant of 30,000 stock options set to expire on June 18, 2013. Sale was effected pursuant to a Rule 10b5-1 trading plan. All of the proceeds from the sale of these options were utilized to cover the underlying exercise cost of all of the options herein as well as the exercise cost of the remaining 20,382 options exercised on various dates in May 2013. The 4,749 shares remaining after the sale were retained by the reporting person.

(2) This transaction was executed in multiple trades at prices ranging from \$14.57 to \$14.63. The price reported above reflects the weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) Option vested 1/3 on 6/18/2003, 1/3 on 6/18/2004, and 1/3 on 6/18/2005.

(4) Information in this column is left blank because the transaction represents the conversion of a security.

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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