

SMITH WAYNE T
Form 4
February 27, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH WAYNE T

2. Issuer Name and Ticker or Trading Symbol
COMMUNITY HEALTH SYSTEMS INC [CYH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4000 MERIDIAN BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

FRANKLIN, TN 37067

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 (Instr. 4)
				(A) or (D) Price			
Common Stock	02/25/2009	02/25/2009	M	100,000 A	\$ 0 913,996	D	
Common Stock	02/27/2009	02/27/2009	J	100,000 D	\$ 0 813,996	D	
Common Stock					2,000	I	Spouse
Common Stock					100,000 ⁽¹⁾	I	by GRAT

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 of Underlying Security (Instr. 3)
					V	(A)	(D)		
Performance Based Restricted Stock	\$ 0	02/25/2009	02/25/2009	M		100,000	(2)	(2)	Common Stock
Performance Based Restricted Stock	\$ 0						(3)	(3)	Common Stock
Stock Options (Right to Buy)	\$ 32.28						02/27/2009	02/26/2018	Common Stock
Stock Options (Right to Buy)	\$ 40.41						07/25/2008	07/25/2015	Common Stock
Stock Options (Right to Buy)	\$ 13						06/08/2001	06/08/2010	Common Stock
Stock Options (Right to Buy)	\$ 20.3						05/22/2004	05/22/2013	Common Stock
Stock Options (Right to Buy)	\$ 32.37						02/28/2006	02/28/2013	Common Stock
Stock Options (Right to Buy)	\$ 38.3						03/01/2007	03/01/2014	Common Stock

Buy)

Stock

Options
(Right to
Buy)

\$ 37.21

02/28/2008

02/28/2015

Comm
Stoc

Performance

Based
Restricted
Stock

\$ 0

02/25/2009

02/25/2009

A

250,000

(4)(4)Comm
Stoc

Stock

Options
(Right to
Buy)

\$ 18.18

02/25/2009

02/25/2009

A

50,000

02/25/2010⁽⁵⁾

02/25/2019

Comm
Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH WAYNE T 4000 MERIDIAN BOULEVARD FRANKLIN, TN 37067	X		Chairman, President & CEO	

Signatures

Rachel A. Seifert, Attorney in Fact for Wayne T.
Smith

02/27/2005

**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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on February 27, 2009.

(2) The performance objectives governing these shares of Performance Based Restricted Stock have been met, and, accordingly, these shares will now be reported in Table 1 as directly owned shares of Restricted Stock. The restrictions lapse in 1/3 increments on the first, second and third anniversary of the date of grant.

(3) The restrictions on these shares will lapse on 7/25/09, provided that performance objectives for the period 7/1/08 to 6/30/09 are met.

(4) Each performance based restricted share represents a contingent right to receive one share of CYH common stock. There are two elements to the lapsing of the restriction; first, the Company must achieve specified targeted amount of earnings per share from continuing operations, or net revenue from continuing operations, and if the performance objective is met, the vesting restrictions will lapse in 1/3 increments on the first, second and third anniversary of the date of grant. If the objectives are not met, the shares will be forfeited.

(5) Vesting occurs in 1/3 increments on the first, second and third anniversary of the date of grant.

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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