

HealthMarkets, Inc.  
Form 3  
April 17, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BLACKSTONE CAPITAL PARTNERS IV LP			(Month/Day/Year)	HealthMarkets, Inc. [UCI]	
(Last)	(First)	(Middle)	04/05/2006		
C/O BLACKSTONE GROUP,Â 345 PARK AVENUE			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
NEW YORK,Â NYÂ 10154			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A-1 common stock, par value \$0.01 per share	15,499,354.7	I	See <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Class A-1 common stock, par value \$0.01 per share	245,239.9	I	See <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Class A-1 common stock, par value \$0.01 per share	694,658.1	I	See <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Class A-1 common stock, par value \$0.01 per share	47,233.8	I	See <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

SEC 1473 (7-02)

**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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACKSTONE CAPITAL PARTNERS IV LP C/O BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
BLACKSTONE MANAGEMENT ASSOCIATES IV LLC C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^
BLACKSTONE FAMILY INVESTMENT PARTNERSHIP IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^
BLACKSTONE CAPITAL PARTNERS IV-A LP C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^
Blackstone Participation Partnership IV L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE, 31ST FLOOR NEW YORK, NY 10154	^	^ X	^	^
PETERSON PETER G C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	^	^ X	^	^

## Signatures

See signatures of Reporting Persons attached as Exhibit 99.1

04/17/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Blackstone Capital Partners IV L.P. ("BCP IV"), Blackstone Capital Partners IV-A L.P. ("BCP IV-A"), Blackstone Family Investment Partnership IV-A L.P. ("BFIP"), and Blackstone Participation Partnership IV L.P. ("BPP" and, collectively with BCP IV, BCP IV-A, and BFIP, the "investment funds") respectively own 15,499,354.6865 shares, 245,239.9100 shares, 694,658.1100 shares, and 47,233.7800 shares of the class A-1 common stock reported as beneficially owned in the above table.

(2) Blackstone Management Associates IV L.P. ("BMA") is the general partner of each of the investment funds. BMA may be deemed to be the beneficial owner of the shares of class A-1 common stock held by the investment funds.

(3) Messrs. Peter G. Peterson and Stephen A. Schwarzman are directors and controlling persons of BMA and, as such, may be deemed to share beneficial ownership of the shares of common stock held by the investment funds.

(4) Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(5) Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons, other than the investment funds, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of common stock covered by this Statement. Each of BMA, Mr. Peterson and Mr. Schwarzman disclaims beneficial ownership of the common stock, except to the extent of its or his pecuniary interest in such shares of common stock.

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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