

HEALTHWAYS, INC
Form 4
April 08, 2015

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 *
LEEDLE BEN R JR

(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)
02/10/2012

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)
President and CEO

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/10/2012 | | F | | 3,709 (1) | D | |
| Common Stock | 02/24/2012 | | F | | 912 (2) | D | |
| Common Stock | 02/28/2012 | | F | | 3,162 (3) | D | |
| Common Stock | 02/12/2013 | | F | | 3,674 (4) | D | |
| Common Stock | 02/21/2013 | | F | | 5,129 (5) | D | |

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| | | | | | | | | |
|--------------|------------|---|-----------------------|---|----------|---------|---|----------------|
| Common Stock | 02/22/2013 | F | 943 ⁽⁶⁾ | D | \$ 11.45 | 366,720 | D | |
| Common Stock | 02/28/2013 | F | 5,014 ⁽⁷⁾ | D | \$ 12.85 | 366,720 | D | |
| Common Stock | 02/21/2014 | F | 5,129 ⁽⁸⁾ | D | \$ 14.43 | 366,720 | D | |
| Common Stock | 02/24/2014 | F | 944 ⁽⁹⁾ | D | \$ 15.14 | 366,720 | D | |
| Common Stock | 02/28/2014 | F | 3,269 ⁽¹⁰⁾ | D | \$ 14.96 | 366,720 | D | |
| Common Stock | 02/28/2014 | F | 2,701 ⁽¹¹⁾ | D | \$ 14.96 | 366,720 | D | |
| Common Stock | | | | | | 3,213 | I | Held in 401(k) |

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

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.

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEEDLE BEN R JR 701 COOL SPRINGS BOULEVARD FRANKLIN, TN 37067 | X | | President and CEO | |

Signatures

/s/ Alfred Lumsdaine, by power of attorney for Ben R.
Leedle, Jr.

04/08/2015

__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) Reflects 3,709 shares withheld to cover the payment of taxes following the vesting of 13,431 restricted stock units granted on February 12, 2009.
- (2) Reflects 912 shares withheld to cover the payment of taxes following the vesting of 3,448 restricted stock units granted on February 24, 2010.
- (3) Reflects 3,162 shares withheld to cover the payment of taxes following the vesting of 11,952 restricted stock units granted on February 28, 2011.
- (4) Reflects 3,674 shares withheld to cover the payment of taxes following the vesting of 13,431 restricted stock units granted on February 12, 2009.
- (5) Reflects 5,129 shares withheld to cover the payment of taxes following the vesting of 18,750 restricted stock units granted on February 21, 2012.
- (6) Reflects 943 shares withheld to cover the payment of taxes following the vesting of 3,447 restricted stock units granted on February 24, 2010.
- (7) Reflects 5,014 shares withheld to cover the payment of taxes following the vesting of 11,952 restricted stock units granted on February 28, 2011.
- (8) Reflects 5,129 shares withheld to cover the payment of taxes following the vesting of 18,750 restricted stock units granted on February 21, 2012.
- (9) Reflects 944 shares withheld to cover the payment of taxes following the vesting of 3,448 restricted stock units granted on February 24, 2010.
- (10) Reflects 3,269 shares withheld to cover the payment of taxes following the vesting of 11,952 restricted stock units granted on February 28, 2011.
- (11) Reflects 2,701 shares withheld to cover the payment of taxes following the vesting of 9,875 restricted stock units granted on February 28, 2013.

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.