Edgar Filing: HealthSpring, Inc. - Form 4

Form 4												
FORM Check this	FORM 4 Check this box UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	PPROVAL 3235-0287 January 31,			
if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	5. Filed put snue. Section 170	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Expires. 20 Estimated average burden hours per response 0			
(Print or Type R	esponses)											
Mansukani Sharad Symbol			Symbol	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 44 VANTAGE WAY, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 06/06/2007					(Check all applicable) X_ Director 10% Owner Officer (give title Other (specify below) below)				
NASHVILL	(Street) E, TN 37228			ndment, Dat th/Day/Year)	e Original			6. Individual or J Applicable Line) _X_ Form filed by I Form filed by I Person	-	erson		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)		Month/Day/Year) Execution Date, if any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or)	SecuritiesIBeneficially(iOwnedIFollowing(iReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	06/06/2007			Code V A	Amount 5,152 (1)	(D) A	Price (2)	(Instr. 3 and 4) 5,152	D			

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.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	ction C 3) I S A (I C C	ionNumber of				7. Tit Amou Under Secur (Instr	int of rlying	Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V		4, and (A) (1		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships								
1 0	Director	10% Owner	Officer	Other					
Mansukani Sharad 44 VANTAGE WAY SUITE 300 NASHVILLE, TN 37228	Х								
Signatures									
/s/ J. Gentry Barden, Attorney-in-Fact		07							
<u>**</u> 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).
- The reporting person received 5,152 shares of restricted common stock as director compensation upon his initial election to the issuer's (1)board of directors. The restrictions with respect to these shares lapse on the anniversary of the grant date.
- (2) Per SEC instruction, column left blank.

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. adding="3" cellspacing="0" border="0">*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 stock appreciation rights vest in the equal annual installments beginning March 2, 2008.

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