

Gibbs Samuel C III
 Form 3
 April 01, 2011

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 and Ticker or Trading Symbol | |
| Gibbs Samuel C III | | (Month/Day/Year) | eHealth, Inc. [EHTH] | |
| (Last) | (First) | (Middle) | 03/23/2011 | |
| C/O EHEALTH, INC., 440 EAST MIDDLEFIELD RD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MOUNTAIN VIEW, CA 94043 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |

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) |
|---------------------------------|---|--|---|
| Common Stock | 6,000 | I ⁽¹⁾ | By Trust |
| Common Stock | 4,585 ⁽²⁾ | D | ^ |
| Common Stock | 1,285 ⁽³⁾ | D | ^ |

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

SEC 1473 (7-02)

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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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Employee Stock Option (right to buy) | Â (4) | 12/14/2015 | Common Stock | 3,220 | \$ 8.8 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 12/14/2015 | Common Stock | 10,947 | \$ 8.8 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 03/18/2015 | Common Stock | 10,625 | \$ 21.16 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 03/16/2017 | Common Stock | 5,300 | \$ 18.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gibbs Samuel C III C/O EHEALTH, INC. 440 EAST MIDDLEFIELD RD MOUNTAIN VIEW, CA 94043 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Jennifer Thompson, as attorney-in-fact for Samuel C. Gibbs III

04/01/2011

**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) Shares are held by Samuel C Gibbs & Cynthia B Gibbs, TTEEs u/a DTD 4/27/1995 Gibbs Revocable Trust.

(2) This represents an award of restricted stock units. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. The restricted stock units vest in four equal annual installments beginning February 13, 2008.

(3) This represents an award of restricted stock units. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. The restricted stock units vest in four equal annual installments from the vesting commencement date of February 16, 2010.

(4) Immediately exercisable for all option shares. The option shares became fully vested on 12/14/2010.

(5) The option shares become vested as to 25% of the shares one year after February 13, 2008 and 1/48th of the shares upon each month of continuous service thereafter.

(6) The option shares become vested as to 25% of the shares one year after February 16, 2010 and 1/48th of the shares upon each month of continuous service thereafter.

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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