

LEEDLE BEN R JR  
Form 4  
August 27, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

2. Issuer Name and Ticker or Trading Symbol  
HEALTHWAYS, INC [HWAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
701 COOL SPRINGS BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/23/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President and 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 08/23/2012                           |  | M                              |   | 132,095   | A  | \$ 7.24 250,842                                       |
| Common Stock                    | 08/23/2012                           |  | S <sup>(1)(2)</sup>            |   | 131,326   | D  | \$ 10.33 119,516<br><sup>(3)</sup>                    |
| Common Stock                    | 08/23/2012                           |  | S <sup>(1)(2)</sup>            |   | 769   | D  | \$ 11.12 118,747                                      |
| Common Stock                    | 08/24/2012                           |  | M                              |   | 23,674  | A  | \$ 7.24 142,421                                       |
| Common Stock                    | 08/24/2012                           |  | S <sup>(1)(2)</sup>            |   | 23,674  | D  | \$ 10.08 118,747                                      |

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|              |            |   |        |   |         |         |   |                |
|--------------|------------|---|--------|---|---------|---------|---|----------------|
| Common Stock | 08/27/2012 | M | 44,231 | A | \$ 7.24 | 162,978 | D |                |
| Common Stock |            |   |        |   |         | 2,781   | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                                 |
| Option to Buy                              | \$ 7.24  | 08/23/2012                           |  | M                              | 132,095   | 08/27/2003 <sup>(5)</sup> 08/27/2012                     | Common Stock 132,095  |
| Option to Buy                              | \$ 7.24  | 08/24/2012                           |  | M                              | 23,674  | 08/27/2003 <sup>(5)</sup> 08/27/2012                     | Common Stock 23,674   |
| Option to Buy                              | \$ 7.24  | 08/27/2012                           |  | M                              | 44,231  | 08/27/2003 <sup>(5)</sup> 08/27/2012                     | Common Stock 44,231   |

## Reporting Owners

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

## Signatures

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

08/27/2012

\_\_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) All of the proceeds from the exercise and sale of these options will be utilized to cover the underlying exercise cost of all of the options herein as well as the related tax expenses.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.  
This transaction was executed in multiple trades at prices ranging from \$10.01 to \$10.99. The price reported above reflects the
- (3) weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.  
This transaction was executed in multiple trades at prices ranging from \$9.95 to \$10.27. The price reported above reflects the
- (4) weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (5) Option vested 25% per year beginning on 8/27/2003.
- (6) Information in this column is left blank because the transaction represents the conversion of a security.

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.