Edgar Filing: HEALTHWAYS, INC - Form 4

HEALTHWA	AYS, INC										
Form 4											
June 29, 201	5										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
Check thi				0					Expires:	January 31,	
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI						NERSHIP OF	2005				
Section 1			SECURITIES						Estimated average burden hours per		
Form 4 or									response	0.5	
Form 5	Filed pu	ursuant to S	Section 1	6(a) of the	e Securit	ies E	xchang	e Act of 1934,	·		
obligation may cont		7(a) of the l	Public Ut	ility Hold	ling Con	npany	y Act of	1935 or Section	n		
See Instru 1(b).		30(h)	of the In	vestment	Compan	y Ac	t of 194	0			
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Flipse Mary			2. Issuer Name and Ticker or Trading				ng	5. Relationship of Reporting Person(s) to			
			Symbol					Issuer			
			HEALTHWAYS, INC [HWAY]				Y]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			(,	
			(Month/Day/Year)					Director 10% Owner			
701 COOL SPRINGS BLVD			06/26/2015					XOfficer (give titleOther (specify below) below)			
								Gei	neral Counsel		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	Filed(Mor	Filed(Month/Day/Year)				Applicable Line)					
								_X_Form filed by C Form filed by M			
FRANKLIN	I, TN 37067							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	ate 2A. Deen	ned	3. 4. Securities Acquired				5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year		n Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct		
(Instr. 3)		any (Month/I	Day/Year)	Code (Instr. 3, 4 and 5) (V_{corr}) (Instr. 9)				Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(WOIIII/L	Jay/ Teal)	(Instr. 8)				Following	(Instr. 4)	(Instr. 4)	
						(1)		Reported	× /	· · · ·	
						(A) or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	06/26/2015			F	709 <u>(1)</u>	Л	\$	35,332	D		
Stock	00/20/2013			1,	709 (0)	D	12.35	55,552	D		
Common										Held in	
Stock								347	Ι	401(k)	

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

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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Flipse Mary 701 COOL SPRINGS BLVD FRANKLIN, TN 37067			General Counsel					
Signatures								
/s/ Alfred Lumsdaine, by power Flipse	06/	06/29/2015						

**Signature of Reporting Person

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 709 shares withheld to cover the payment of taxes following the vesting of 2,618 restricted stock units granted on June 26, 2014.

Date

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.