Leon Benjamin JR Form 4/A November 09, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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obligations may continue.

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

See Instruction

1(b).

Common

Stock

11/08/2010

(Print or Type Responses)

1. Name and A Leon Benjar	Address of Repo min JR	orting Person *	2. Issuer Name and Ticker or Trading Symbol HealthSpring, Inc. [HS]	5. Relationship of Reporting Person(s) to Issuer		
			1 6.	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
11501 SW 4	40TH STREI	ET	11/04/2010	Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
			11/08/2010	_X_ Form filed by One Reporting Person		
MIAMI, FL	33165		11,00,2010	Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	ranired Disposed of or Repeticially Owner		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	ransaction Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/04/2010		S	95,474	D	\$ 28.27 (1)	430,583	D	
Common Stock	11/05/2010		S	119,660	D	\$ 28 (2)	310,923	D	

11,340

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

S

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299,583

D

\$ 28

(3)

D

(9-02)

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number.

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

1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
De	rivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Se	curity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(In	str. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
		Derivative				Securities	1		(Instr.	3 and 4)		Own
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										A 4		
										Amount		
							Date	Expiration	TP:41	or		
							Exercisable	Date	Title	Number		
					C 1 W	(A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Leon Benjamin JR 11501 SW 40TH STREET MIAMI, FL 33165	X						

Signatures

/s/ J. Gentry Barden, Attorney-in-Fact

**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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.14 to \$28.84, inclusive. The reporting person undertakes to provide to HealthSpring, Inc., any security holder of HealthSpring, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges referenced in Footnotes (1), (2), and (3).
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.73 to \$28.42, inclusive.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.75 to \$28.06, inclusive.

Remarks:

The reporting person's original Form 4 that was filed with the Securities and Exchange Commission on November 8, 2010 inc Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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