Edgar Filing: HEALTHWAYS, INC - Form 4

HEALTHW	VAYS, INC									
Form 4										
February 06								0145.4		
FORM		STATES	SECU	DITIES /		UANCE	COMMISSIO	NT	PPROVAL	
	UNITED	SIAILS			, D.C. 205		COMMISSIO	N OMB Number:	3235-028	
Check the check							Expires:	January 3 ⁻ 200		
subject to STATEMENT OF Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					average urs per . 0.	
obligation may con See Inst 1(b).	ons Section 17(a) of the I	Public U	Jtility Hol		pany Act	nge Act of 1934 of 1935 or Sect 940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> ONEIL WILLIAM C			2. Issuer Name and Ticker or Trading Symbol HEALTHWAYS, INC [HWAY]			5. Relationship of Reporting Person(s) to Issuer				
						WAYJ	(Check all applicable)			
(Last) (First) (Middle) 3841 GREEN HILLS VILLAGE DR			3. Date of Earliest Transaction (Month/Day/Year) 02/02/2007			X_ Director 10% Owner Officer (give title Other (specify below) below)				
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
NASHVIL	LE, TN 37215						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V		A) or f (D)	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)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially owne	ed directly o	r 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.SEC 1474 (9-02)							
	Tah	le II - Deriv	ative Sec	curities Aco	wired Disp	osed of or	Beneficially Owne	d		

(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(I

	Derivative Security		 (A) or Disposed of (D) (Instr. 3, 4, and 5) 							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 45.36	02/02/2007	А		5,000		02/02/2009	02/02/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ONEIL WILLIAM C 3841 GREEN HILLS VILLAGE DR NASHVILLE, TN 37215	Х						
Signatures							
/s/ Mary A. Chaput, by power of attorney for William C.							

O'Neil

**Signature of Reporting Person

02/06/2007

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).

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.