

Cunningham Alexander R.
Form 4
March 06, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Cunningham Alexander R.

2. Issuer Name and Ticker or Trading Symbol
WELLCARE HEALTH PLANS, INC. [WCG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O WELLCARE HEALTH PLANS, INC., 8725 HENDERSON ROAD, REN. 1

(Street)

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

TAMPA, FL 33634

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	03/04/2013		M		12,660	A	\$ 29.8	70,232	D
Common Stock	03/04/2013		S		12,660 <u>(1)</u>	D	\$ 56.25 <u>(1)</u>	57,572	D
Common Stock	03/05/2013		M		18,000	A	\$ 29.8	75,572	D
Common Stock	03/05/2013		M		47,000	A	\$ 30	122,572	D

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Common Stock	03/05/2013	S	65,000 <u>(2)</u>	D	\$ 56.02 <u>(2)</u>	57,572	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 29.8	03/04/2013		M	12,660	<u>(3)</u> 03/31/2017	Common Stock	12,660
Employee Stock Option (right to buy)	\$ 29.8	03/05/2013		M	18,000	<u>(3)</u> 03/31/2017	Common Stock	18,000
Employee Stock Option (right to buy)	\$ 30	03/05/2013		M	47,000	<u>(4)</u> 01/11/2015	Common Stock	47,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cunningham Alexander R. C/O WELLCARE HEALTH PLANS, INC. 8725 HENDERSON ROAD, REN. 1	X		Chief Executive Officer	

TAMPA, FL 33634

Signatures

/s/ Michael Haber,
Attorney-in-fact

03/06/2013

__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).

This transaction was executed in multiple trades at prices ranging from \$56.02 to \$56.55. The price reported above reflects the

(1) weighted-average sale 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 \$55.50 to \$56.25. The price reported above reflects the

(2) weighted-average sale 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.

(3) The option vested on two equal installments on September 1, 2011 and September 1, 2012.

(4) The option vested 25% on January 11, 2006, and as to 2.0833% upon the end of each full calendar month thereafter.

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.