

Cooper Walter W.
Form 4
March 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Cooper Walter W.

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)
03/14/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Administrative 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/14/2013		M	4,481 A \$ 29.8	17,569	D	
Common Stock	03/14/2013		S	581 D \$ 57.25	16,988	D	
Common Stock	03/14/2013		S	100 D \$ 57.255	16,888	D	
Common Stock	03/14/2013		S	500 D \$ 57.26	16,388	D	
	03/14/2013		S	100 D	16,288	D	

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Common Stock					\$ 57.265		
Common Stock	03/14/2013	S	200	D	\$ 57.27	16,088	D
Common Stock	03/14/2013	S	500	D	\$ 57.28	15,588	D
Common Stock	03/14/2013	S	100	D	\$ 57.285	15,488	D
Common Stock	03/14/2013	S	200	D	\$ 57.29	15,288	D
Common Stock	03/14/2013	S	100	D	\$ 57.295	15,188	D
Common Stock	03/14/2013	S	200	D	\$ 57.3	14,988	D
Common Stock	03/14/2013	S	500	D	\$ 57.31	14,488	D
Common Stock	03/14/2013	S	100	D	\$ 57.32	14,388	D
Common Stocki	03/14/2013	S	200	D	\$ 57.34	14,188	D
Common Stock	03/14/2013	S	200	D	\$ 57.35	13,988	D
Common Stock	03/14/2013	S	100	D	\$ 57.36	13,888	D
Common Stock	03/14/2013	S	100	D	\$ 57.37	13,788	D
Common Stock	03/14/2013	S	500	D	\$ 57.39	13,288	D
Common Stock	03/14/2013	S	100	D	\$ 57.41	13,188	D
Common Stock	03/14/2013	S	100	D	\$ 57.43	13,088	D

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)

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.8	03/14/2013		M	4,481	<u>(1)</u> 03/31/2017	Common Stock	4,481

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Walter W. C/O WELLCARE HEALTH PLANS, INC. 8725 HENDERSON ROAD, REN. 1 TAMPA, FL 33634			Chief Administrative Officer	

Signatures

/s/ Michael Haber,
Attorney-in-fact

03/18/2013

**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).
- (1) The options vested in approximately equal installments on each of September 1, 2011 and September 1, 2012.

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.