

Morris Matthew Shawn  
 Form 4  
 February 01, 2012

**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 \*  
 Morris Matthew Shawn

2. Issuer Name and Ticker or Trading Symbol  
 HealthSpring, Inc. [HS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 9009 CAROTHERS  
 PARKWAY, SUITE 501  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/31/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP

FRANKLIN, TN 37067

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

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/31/2012		D	11,269 (1) D (2) 44,910		D	
Common Stock	01/31/2012		D	485 D (3) 0		D	
Common Stock	01/31/2012		D	1,592 D (3) 0		D	
Common Stock	01/31/2012		D	13,681 D (3) 0		D	
Common Stock	01/31/2012		D	25,000 D (3) 0		D	

Edgar Filing: Morris Matthew Shawn - Form 4

Common Stock      01/31/2012      D      4,152      D      (3)      0      D

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

**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
Employee Stock Option (right to buy)	\$ 19.5	01/31/2012		D	7,252	(4) 02/19/2018	Common Stock	7,252
Employee Stock Option (right to buy)	\$ 15.16	01/31/2012		D	14,324	(4) 02/13/2019	Common Stock	14,324
Employee Stock Option (right to buy)	\$ 17.82	01/31/2012		D	6,181	(4) 02/11/2020	Common Stock	6,181

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Matthew Shawn 9009 CAROTHERS PARKWAY SUITE 501 FRANKLIN, TN 37067			EVP	

## Signatures

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

02/01/2012

\_\_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) Includes 4,498 restricted shares of Company common stock which, upon the effective time of the merger (as described below), accelerated and fully vested pursuant to the terms of the HealthSpring, Inc. Management Stock Purchase Plan.  

Pursuant to the terms of the Agreement and Plan of Merger, dated as of October 24, 2011, by and among HealthSpring, Inc. (the "Company"), Cigna Corporation ("Cigna") and Cigna Magnolia Corp., an indirect wholly-owned subsidiary of Cigna, and the documents entered into in connection therewith (collectively, the "Merger Documents") each share of the Company's common stock owned by the reporting person immediately prior to the effective time of the merger was, upon the effective time of the merger, converted into the right to receive \$55.00 per share in cash, without interest and less any applicable withholding taxes.
- (2) Pursuant to the terms of the Merger Documents, each award of restricted shares of Company common stock held immediately prior to the effective time of the merger was, upon the effective time of the merger, cancelled in exchange for a cash cancellation payment equal to the product of (a) the merger consideration of \$55.00 per share, and (b) the total number of restricted shares subject to the restricted share award.
- (3) Pursuant to the terms of the Merger Documents, each option to purchase shares of Company common stock, whether vested or unvested, held immediately prior to the effective time of the merger was, upon the effective time of the merger, cancelled in exchange for a cash cancellation payment equal to the product of (a) the merger consideration of \$55.00 per share less the exercise price per share of the applicable stock option, and (b) the total number of shares of Company common stock subject to such stock option.
- (4)

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.