Fritch Herbert A Form 5 February 14, 2007

FORM 5

OMB APPROVAL

OMB

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Reported

Transactions

5. Relationship of Reporting Person(s) to Issuer

1. Name and Address of Reporting Person * Fritch Herbert A

Symbol HealthSpring, Inc. [HS]

12/31/2006

(Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)

2. Issuer Name and Ticker or Trading

X Director 10% Owner _X_ Officer (give title Other (specify

44 VANTAGE WAY, SUITE 300

below) below) Chairman, CEO & President

(Check all applicable)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

NASHVILLE, TNÂ 37228

X Form Filed by One Reporting Person _ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Secu	ırities	Acquir	ed, Disposed of	, or Beneficiall	y 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 Ownership Beneficially Form: Direct Owned at end of Issuer's Indirect (I) Fiscal Year (Instr. 3 and		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	or (D)	Price	4)		
Common Stock	03/12/2006	Â	J <u>(1)</u>	52,962	D	\$0	314,025	I	By trust (2)
Common Stock	03/12/2006	Â	J <u>(3)</u>	52,962	A	\$0	3,710,292	D	Â
Common Stock	03/12/2006	Â	J <u>(4)</u>	104,675	D	\$0	209,350	I	By trust (2)
Common Stock	03/12/2006	Â	J <u>(3)</u>	104,675	A	\$0	104,675	I	By trust (5)

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Common Stock	03/12/2006	Â	J <u>(6)</u>	104,675	D	\$0	104,675	I	By trust (2)
Common Stock	03/12/2006	Â	J <u>(3)</u>	104,675	A	\$ 0	104,675	I	By trust (7)
Common Stock	03/12/2006	Â	J <u>(8)</u>	104,675	D	\$0	0	I	By trust (2)
Common Stock	03/12/2006	Â	J <u>(3)</u>	104,675	A	\$ 0	104,675	I	By trust (9)
Common Stock	03/12/2006	Â	J <u>(1)</u>	105,922	D	\$ 0	628,052	I	By trust
Common Stock	03/12/2006	Â	J <u>(11)</u>	105,922	A	\$ 0	3,816,214	D	Â
Common Stock	03/12/2006	Â	J <u>(12)</u>	314,026	D	\$ 0	314,026	I	By trust
Common Stock	03/12/2006	Â	J <u>(11)</u>	314,026	A	\$ 0	314,026	I	By trust (13)
Common Stock	03/12/2006	Â	J <u>(14)</u>	314,026	D	\$ 0	0	I	By trust
Common Stock	03/12/2006	Â	J <u>(11)</u>	314,026	A	\$ 0	314,026	I	By trust (15)
Common Stock	03/31/2006	Â	J <u>(1)</u>	8,909	D	\$ 0	491,091	I	By trust
Common Stock	03/31/2006	Â	J <u>(17)</u>	8,909	A	\$ 0	3,825,123	D	Â
Common Stock	03/31/2006	Â	J <u>(1)</u>	8,909	D	\$ 0	491,091	I	By trust (18)
Common Stock	03/31/2006	Â	J <u>(19)</u>	8,909	A	\$ 0	3,834,032	D	Â

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

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SEC 2270 (9-02)

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 Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Se
	Derivative				Securities		(Instr. 3 and 4)		В
	Security				Acquired				О
					(A) or				E
					Disposed				Is
					of (D)				Fi
					(Instr. 3,				(I

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4, and 5)

				Amount
	Date Exercisable	Expiration Date	Title	or Number
(A) (E	D)			Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Fritch Herbert A 44 VANTAGE WAY SUITE 300 NASHVILLE, TN 37228	ÂX	Â	Chairman, CEO & President	Â			

Signatures

/s/ J. Gentry Barden, Attorney-in-Fact 02/14/2007

**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) Distribution to Herbert A. Fritch.
- (2) Shares owned by Barbara Ann Fritch, Trustee of the Herbert A. Fritch Annuity Trust 2004 CPM/JAM/SJW.
- (3) Distribution from Barbara Ann Fritch, Trustee of the Herbert A. Fritch Annuity Trust 2004 CPM/JAM/SJW.
- (4) Distribution to Barbara Ann Fritch, Trustee of the Christian Paul Matheson Trust U/A/D 03/12/04.
- Shares owned by Barbara Ann Fritch, Trustee of the Christian Paul Matheson Trust U/A/D 03/12/04. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (6) Distribution to Barbara Ann Fritch, Trustee of the Jason Alan Matheson Trust U/A/D 03/12/04.
- Shares owned by Barbara Ann Fritch, Trustee of the Jason Alan Matheson Trust U/A/D 03/12/04. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (8) Distribution to Barbara Ann Fritch, Trustee of the Sara Jane Whitworth Trust U/A/D 03/12/04.
- Shares owned by Barbara Ann Fritch, Trustee of the Sara Jane Whitworth Trust U/A/D 03/12/04. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (10) Shares owned by Barbara Ann Fritch, Trustee of the Herbert A. Fritch Annuity Trust 2004 JCS/JLD.
- (11) Distribution from Barbara Ann Fritch, Trustee of the Herbert A. Fritch Annuity Trust 2004 JCS/JLD.
- (12) Distribution to Barbara Ann Fritch, Trustee of the Jamie Christine Seedig Trust U/A/D 03/12/04.
- Shares owned by Barbara Ann Fritch, Trustee of the Jamie Christine Seedig Trust U/A/D 03/12/04. The reporting person disclaims (13) beneficial ownership of and any pecuniary interest in these securities, and this report shall not be deemed an admission that the
- (13) beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.

(14) Distribution to Barbara Ann Fritch, Trustee of the Jodi Lynn Donovan Trust U/A/D 03/12/04.

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- Shares owned by Barbara Ann Fritch, Trustee of the Jodi Lynn Donovan Trust U/A/D 03/12/04. The reporting person disclaims (15) beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
- (16) Shares owned by Herbert A. Fritch, Trustee of the Herbert A. Fritch Grantor Retained Annuity Trust 2005 JCS/JLD.
- (17) Distribution from Herbert A. Fritch, Trustee of the Herbert A. Fritch Grantor Retained Annuity Trust 2005 JCS/JLD.
- (18) Shares owned by Herbert A. Fritch, Trustee of the Herbert A. Fritch Grantor Retained Annuity Trust 2005 CPM/JAM/SJW.
- (19) Distribution from Herbert A. Fritch, Trustee of the Herbert A. Fritch Grantor Retained Annuity Trust 2005 CPM/JAM/SJW.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.