NOLAN JOSEPH P Form 4 July 15, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **NOLAN JOSEPH P** 

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

HealthSpring, Inc. [HS]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First)

C/O GTCR GOLDER RAUNER,

(Middle)

(Month/Day/Year) 07/13/2010

X\_ Director 10% Owner Officer (give title Other (specify

LLC, 300 N. LASALLE ST., SUITE 5600

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHICAGO, IL 60654

(Instr. 3)

Stock

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following (Instr. 4)

Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

Common 5.807 07/13/2010 A

\$0 37,820 (1)

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: NOLAN JOSEPH P - Form 4

Derivative	Deriv
Security	Secu
(Instr. 5)	Bene
	Own
	Follo
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	(Instr
	,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOLAN JOSEPH P C/O GTCR GOLDER RAUNER, LLC 300 N. LASALLE ST., SUITE 5600 CHICAGO, IL 60654	X			

### **Signatures**

/s/ J. Gentry Barden,
Attorney-in-Fact
07/15/2010

\*\*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).

The reporting person received 5,807 shares of restricted common stock as director compensation in connection with his continuing
(1) service as a director. The restrictions with respect to these shares lapse on the earlier of the anniversary of the grant date or the date of the Company's next annual meeting of stockholders.

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.

Reporting Owners 2