

TIMM DANIEL L
Form 4
October 12, 2006

FORM 4

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

OMB APPROVAL

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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 *
TIMM DANIEL L

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)
C/O GTCR GOLDR RAUNER,
L.L.C., SEARS TOWER #6100

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2006

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

(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

CHICAGO, IL 60606-6402

(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)
Common Stock	10/10/2006		S	9,341,235 D	\$ 18.98 2,256,913	I	See footnotes (1) (2)
Common Stock	10/10/2006		S	1,639,342 D	\$ 18.98 396,077	I	See footnotes (1) (3)
Common Stock	10/10/2006		S	49,856 D	\$ 18.98 12,045	I	See footnotes (1) (4)
Common Stock					2,500	D (5)	

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(3) GTCR Fund VIII/B, L.P. ("Fund VIII/B") is the direct beneficial owner of the shares reported in Table I. Partners VIII is the general partner of Fund VIII/B and GTCR II is the general partner of Partners VIII. As such, Partners VIII and GTCR II may be deemed to be beneficial owners of the shares reported in Table I. GTCR II is managed by its members. The reporting person is a member of Partners VIII and GTCR II and may be deemed to have an indirect pecuniary interest in the shares reported in Table I owned by Fund VIII/B to the extent of the reporting person's indirect proportionate interest in Fund VIII/B.

(4) GTCR Co-Invest II, L.P. ("Co-Invest II") is the direct beneficial owner of the shares reported in Table I. GTCR II is the general partner of Co-Invest II. As such, GTCR II may be deemed to be the beneficial owner of the shares reported in Table I. GTCR II is managed by its members. The reporting person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares reported in Table I owned by Co-Invest II to the extent of the reporting person's indirect proportionate interest in Co-Invest II.

(5) Such shares of restricted common stock were issued to each non-employee director upon completion of the initial public offering. The restrictions with respect to such shares lapse on February 8, 2007. Such shares are held on behalf of GTCR Partners VIII, L.P. by the reporting person. The reporting person has no pecuniary interest in such shares, except to the extent of his proportionate pecuniary interest in GTCR Partners VIII, L.P.

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.