

Smith Martin Dewayne
 Form 4
 February 24, 2012

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 *
 Smith Martin Dewayne

2. Issuer Name and Ticker or Trading Symbol
 COMMUNITY HEALTH SYSTEMS INC [CYH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4000 MERIDIAN BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Division President

FRANKLIN, TN 37067

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Common Stock | 02/23/2012 | | M | 40,000 | A \$ 0 | 113,222 | D |
| Common Stock | 02/23/2012 | | F | 4,860 | D \$ 24.69 | 108,362 | D |

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

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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 Security (Instr. 3 and 4) | 8. An or Nu of | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Based Restricted | \$ 0 | 02/23/2012 | | M ⁽¹⁾ | 40,000 | 02/23/2012 | 02/22/2021 | Common Stock | 40 |
| Stock Options (Right to Buy) | \$ 27.7 | | | | | 05/21/2003 | 05/20/2012 | Common Stock | 2 |
| Stock Options (Right to Buy) | \$ 25.7 | | | | | 12/09/2004 | 12/08/2013 | Common Stock | 5 |
| Stock Options (Right to Buy) | \$ 25.13 | | | | | 05/25/2005 | 05/25/2014 | Common Stock | 2 |
| Stock Options (Right to Buy) | \$ 32.37 | | | | | 02/28/2006 | 02/28/2013 | Common Stock | 5 |
| Stock Options (Right to Buy) | \$ 38.3 | | | | | 03/01/2007 | 03/01/2014 | Common Stock | 3 |
| Stock Options (Right to Buy) | \$ 37.21 | | | | | 02/28/2008 | 02/28/2015 | Common Stock | 1 |
| Stock Options (Right to Buy) | \$ 40.41 | | | | | 07/25/2008 | 07/24/2017 | Common Stock | 8 |
| Stock Options | \$ 32.28 | | | | | 02/27/2009 | 02/27/2018 | Common Stock | 1 |

(Right to Buy)

Stock

Options
(Right to Buy)

\$ 15.11

12/10/2009

12/09/2018

Common Stock

Stock

Options
(Right to Buy)

\$ 18.18

02/25/2010

02/24/2019

Common Stock

Stock

Options
(Right to Buy)

\$ 33.9

02/24/2011

02/23/2020

Common Stock

Stock

Options
(Right to Buy)

\$ 37.96

02/23/2012

02/22/2021

Common Stock

Performance Based Restricted

\$ 0

02/16/2013⁽²⁾

02/15/2022

Common Stock

Stock

Options
(Right to Buy)

\$ 20.17

02/16/2013

02/15/2022

Common Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Martin Dewayne 4000 MERIDIAN BLVD FRANKLIN, TN 37067 | | | Division President | |

Signatures

Christopher G. Cobb, Attorney in Fact for Martin D. Smith

02/24/2012

__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).

The performance objectives governing these shares of Performance Based Restricted Stock have been met, and, accordingly, these shares (1) will now be reported in Table 1 as directly owned shares of Restricted Stock. The restrictions lapse in 1/3 increments on the first, second and third anniversary of the date of grant.

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- Each performance based restricted share represents a contingent right to receive one share of CYH common stock. There are two elements to the lapsing of the restriction; first, the Company must achieve specified targeted amount of earnings per share from
- (2) continuing operations, or net revenue from continuing operations, and if the performance objective is met, the vesting restrictions will lapse in 1/3 increments on the first, second and third anniversary of the date of grant. If the objectives are not met, the shares will be forfeited.

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.