Fritch Herbert A Form 4 January 11, 2010

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Fritch Herbert A Issuer Symbol HealthSpring, Inc. [HS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify 9009 CAROTHERS 01/11/2010 below) PARKWAY, SUITE 501 Chairman & CEO (Street) 4. If Amendment, Date Original 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 FRANKLIN, TN 37067 Person

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/11/2010		S(1)	2,000	D	\$ 18.96	3,259,590	D	
Common Stock	01/11/2010		S(1)	5,461	D	\$ 18.98	3,254,129	D	
Common Stock	01/11/2010		S(1)	200	D	\$ 18.99	3,253,929	D	
Common Stock	01/11/2010		S(1)	200	D	\$ 19	3,253,729	D	
Common Stock	01/11/2010		S(1)	1,539	D	\$ 19.01	3,252,190	D	

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Common Stock 01/11/2010 $S_{\underline{(1)}}$ 300 D $\frac{\$}{19.02}$ 3,251,890 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)

Date Exercisable and 7. Titl	le and 8. Price of 9. N
piration Date Amou	int of Derivative Der
Ionth/Day/Year) Under	rlying Security Sec
Securi	ities (Instr. 5) Ber
(Instr.	3 and 4) Ow
	Fol
	Rej
	Tra
	(Ins
	Amount
te Expiration Title	or Number
tercisable Date	of
	Shares
.p Ic	e Expiration Date Amounth/Day/Year) Under Securion (Instr.

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Fritch Herbert A
9009 CAROTHERS PARKWAY
SUITE 501
FRANKLIN, TN 37067

Relationships

Chairman & CEO

Signatures

/s/ J. Gentry Barden,
Attorney-in-Fact
01/11/2010

**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).
- (1) The sales reported in this Form 4 entry were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on August 26, 2009.

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.

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