Fritch Herbert A Form 4 June 30, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005

0.5

of

Ownership

(Instr. 4)

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Fritch Herbert A			2. Issuer Symbol	Name and	l Ticker or Trading	5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer			
		HealthSpring, Inc. [HS]			(Ch	(Check all applicable)				
(Last)	, ,	(Middle)	3. Date of (Month/D	ay/Year)	ransaction	_X_ Director	109			
9009 CAROTHERS PARKWAY, SUITE 501			06/28/2010			_X_ Officer (give title Other (specify below) Chairman & CEO				
(Street)			4. If Amendment, Date Original			6. Individual or	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
FRANKLIN	N, TN 37067					Form filed by Person	y More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative Securities A	acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Da	ite 2A. De	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature		
Security	(Month/Day/Yea	r) Execut	ion Date, if	Transact	ionAcquired (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	Disposed of (D)	Beneficially	(D) or	Beneficial		

(Instr. 3 and 4) Code V Amount (D) Price Common 9,700 S 06/28/2010 D \$ 17 2,959,090 D Stock (1)

(Instr. 8)

(Instr. 3, 4 and 5)

(A)

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.

Owned

Following

Transaction(s)

Reported

Indirect (I)

(Instr. 4)

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

#### Edgar Filing: Fritch Herbert A - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Transfer of the control of the contr	Director	10% Owner	Officer	Other		
Fritch Herbert A 9009 CAROTHERS PARKWAY SUITE 501 FRANKLIN, TN 37067	X		Chairman & CEO			

### **Signatures**

/s/ J. Gentry Barden, Attorney-in-Fact 06/30/2010

\*\*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.

Reporting Owners 2