Newman Stephen L Form 4 March 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 *

may continue.

See Instruction

Newman Stephen L Symbol			HEALTHCARE CORP				Issuer (Check all applicable)					
(Last) 13737 NOE		(1	3. Date of (Month/Date) 3/03/20					Director 10% Owner Selow) Other (give title below) Other (specify below) Chief Operating Officer				
	(Street)				endment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, TX 75240								Form filed by More than One Reporting Person				
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							lly Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	(D) (Instr. 3,	4 and (A) or	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	03/03/2007			M	4,445	A	\$ 6.43	47,649	D			
Common Stock	03/03/2007			F	1,176	D	\$ 6.43	46,473	D			
Common Stock								750	I	By IRA		

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

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number.

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	Secu Acqu (A) (Disp (D)	urities uired or posed of tr. 3, 4,	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
2004 March Restricted Units	(1)	03/03/2007		M		4,445	<u>(1)</u>	<u>(1)</u>	Common Stock	4,445
1999 July Option (Right to Buy)	\$ 11.13						(2)	07/28/2009	Common Stock	17,700
2004 March Option (Right to Buy)	\$ 12.01						(3)	03/03/2014	Common Stock	66,666
2005 February Option (Right to Buy)	\$ 10.52						(3)	02/16/2015	Common Stock	60,000
2005 February Restricted Units	\$ 0 (1)						<u>(1)</u>	<u>(1)</u>	Common Stock	6,667
2005 July Restricted Units	\$ 0 (1)						<u>(1)</u>	<u>(1)</u>	Common Stock	42,158
2006 February Option (Right to Buy)	\$ 7.93						<u>(3)</u>	02/22/2016	Common Stock	55,000
2006 February Restricted Units	\$ 0 (1)						<u>(1)</u>	<u>(1)</u>	Common Stock	36,667

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2007 January Restricted Units	\$ O (1)	<u>(1)</u>	<u>(1)</u>	Common Stock	50,400
2007 March Option (Right to Buy)	\$ 6.6	(3)	03/01/2017	Common Stock	140,00
2007 March Restricted Units	\$ 0 <u>(1)</u>	<u>(1)</u>	03/01/2017	Common Stock	60,000
2007 Performance Based Restricted Units (N)	\$ 0 <u>(4)</u>	<u>(4)</u>	03/01/2017	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Newman Stephen L 13737 NOEL ROAD DALLAS, TX 75240

Chief Operating Officer

Signatures

/s/ Newman, Stephen L. 03/06/2007

**Signature of Reporting 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) These restricted units vest ratably on each of the first, second and third anniversaries of the date of grant. Restricted Units are settled in shares of the Company's common stock upon vesting.
- (2) These derivative securities (stock options) vested ratably on each of the first, second, and third anniversaries of the date of grant.
- (3) These derivative securities (stock options) vest ratably on each of the first, second and third anniversaries of the date of grant.
 - On the third anniversary of the date of grant, these restricted units vest conditionally based on the average of the closing price of the company's common stock on the last 40 trading days of 2009 ("Stock Price") as follows: 30,000 restricted units vest if the Stock Price is
- (4) \$6.75 or less; 60,000 restricted units vest if the Stock Price is \$8.50; and 90,000 restricted units if the Stock Price is \$10.25 or greater. Straight-line interpolation will be used to determine the number of restricted units vesting for Stock Prices between the threshold prices stated. Restricted units are settled in shares of the Company's common stock upon vesting.

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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