

HEALTHWAYS, INC  
 Form 4  
 April 08, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Hargreaves Glenn

(Last) (First) (Middle)  
 701 COOL SPRINGS BOULEVARD  
 (Street)

FRANKLIN, TN 37067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 HEALTHWAYS, INC [HWAY]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Accounting Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/12/2013		F	270 <sup>(1)</sup>	\$ 10.93	D	
Common Stock	02/21/2013		F	554 <sup>(2)</sup>	\$ 11.34	D	
Common Stock	02/22/2013		F	36 <sup>(3)</sup>	\$ 11.45	D	
Common Stock	07/19/2013		F	342 <sup>(4)</sup>	\$ 16.69	D	
Common Stock	02/21/2014		F	554 <sup>(5)</sup>	\$ 14.43	D	

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Common Stock	02/24/2014	F	36 <sup>(6)</sup>	D	\$ 15.14	40,704	D	
Common Stock	02/28/2014	F	373 <sup>(7)</sup>	D	\$ 14.96	40,704	D	
Common Stock	07/18/2014	F	342 <sup>(8)</sup>	D	\$ 16.21	40,704	D	
Common Stock						1,030	I	Held in 401(k)

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

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(9-02)

**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hargreaves Glenn 701 COOL SPRINGS BOULEVARD FRANKLIN, TN 37067			Chief Accounting Officer	

## Signatures

/s/ Alfred Lumsdaine, by power of attorney for Glenn Hargreaves 04/08/2015

\_\_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) Reflects 270 shares withheld to cover the payment of taxes following the vesting of 824 restricted stock units granted on February 12, 2009.
- (2) Reflects 554 shares withheld to cover the payment of taxes following the vesting of 1,694 restricted stock units granted on February 21, 2012.
- (3) Reflects 36 shares withheld to cover the payment of taxes following the vesting of 109 restricted stock units granted on February 24, 2010.
- (4) Reflects 342 shares withheld to cover the payment of taxes following the vesting of 1,250 restricted stock units granted on July 19, 2012.
- (5) Reflects 554 shares withheld to cover the payment of taxes following the vesting of 1,694 restricted stock units granted on February 21, 2012.
- (6) Reflects 36 shares withheld to cover the payment of taxes following the vesting of 109 restricted stock units granted on February 24, 2010.
- (7) Reflects 373 shares withheld to cover the payment of taxes following the vesting of 1,142 restricted stock units granted on February 28, 2013.
- (8) Reflects 342 shares withheld to cover the payment of taxes following the vesting of 1,250 restricted stock units granted on July 19, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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