

HealthMarkets, Inc.  
Form 4  
July 07, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
PLATO JAMES N

(Last) (First) (Middle)  
1200 S WHITE CHAPEL BLVD, SUITE A  
(Street)

SOUTHLAKE, TX 76092

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HealthMarkets, Inc. [N/A]

3. Date of Earliest Transaction (Month/Day/Year)  
04/11/2006

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) \_\_\_X\_\_\_ Other (specify below)  
Division Manager

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)  | Code V Amount (D) Price   |  |                                   |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3)   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title                  | Amount or Number of Shares |
|--------------|------------------------------|------------------|---|--------|------------------|-----------------|------------------------|----------------------------|
|              |                              |                  | Code  | V      |                  |                 |                        |                            |
| Stock Option | \$ 13.25                     | 04/11/2006       | D <sup>(1)</sup>  | 3,000  | 02/04/2003       | 03/06/2007      | Class A-1 Common Stock | 3,000                      |
| Stock Option | \$ 9.25                      | 04/11/2006       | A <sup>(1)</sup>  | 2,568  | 02/04/2003       | 03/06/2007      | Class A-1 Common Stock | 2,568                      |
| Stock Option | \$ 11.5                      | 04/11/2006       | D <sup>(2)</sup>  | 6,000  | 02/12/2004       | 03/13/2008      | Class A-1 Common Stock | 6,000                      |
| Stock Option | \$ 9.25                      | 04/11/2006       | A <sup>(2)</sup>  | 5,514  | 02/12/2004       | 03/13/2008      | Class A-1 Common Stock | 5,514                      |
| Stock Option | \$ 30.75                     | 04/11/2006       | D <sup>(3)</sup>  | 25,000 | 03/16/2006       | 06/14/2010      | Class A-1 Common Stock | 25,000                     |
| Stock Option | \$ 9.25                      | 04/11/2006       | A <sup>(3)</sup>  | 5,631  | 03/16/2006       | 06/14/2010      | Class A-1 Common Stock | 5,631                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                  |
|---|---------------|-----------|---------|------------------|
|   | Director      | 10% Owner | Officer | Other            |
| PLATO JAMES N<br>1200 S WHITE CHAPEL BLVD<br>SUITE A<br>SOUTHLAKE, TX 76092 |               |           |         | Division Manager |

## Signatures

James N. Plato By /s/ Peggy G. Simpson,  
POA 07/07/2006

\*\*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 two reported transactions involved an amendment to an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise price of the original option (\$13.25) and the number of Class A-1 common shares issuable upon exercise of such option (3,000) were adjusted in a manner that preserves the aggregate "in the money" value of the option.

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The option otherwise remains subject in all respects to the terms of the 1987 Restated and Amended Stock Option Plan.

- (2) The two reported transactions involved an amendment to an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise price of the original option (\$11.50) and the number of Class A-1 common shares issuable upon exercise of such option (6,000) were adjusted in a manner that preserves the aggregate "in the money" value of the option. The option otherwise remains subject in all respects to the terms of the 1987 Restated and Amended Stock Option Plan.

- (3) The two reported transactions involved an amendment to an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise price of the original option (\$30.75) and the number of Class A-1 common shares issuable upon exercise of such option (25,000) were adjusted in a manner that preserves the aggregate "in the money" value of the option. The option otherwise remains subject in all respects to the terms of the 1987 Restated and Amended Stock Option Plan.

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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