

Leon Benjamin JR  
 Form 4/A  
 November 09, 2010

**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 \*

Leon Benjamin JR

(Last) (First) (Middle)

11501 SW 40TH STREET

(Street)

MIAMI, FL 33165

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HealthSpring, Inc. [HS]

3. Date of Earliest Transaction

(Month/Day/Year)

11/04/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

11/08/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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)
				Code V	Amount or Price		
Common Stock	11/04/2010			S	95,474	D	
					\$ 28.27		
					(1)		
Common Stock	11/05/2010			S	119,660	D	
					\$ 28		
					(2)		
Common Stock	11/08/2010			S	11,340	D	
					\$ 28		
					(3)		

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

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SEC 1474 (9-02)

number.

**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 Owned Following Reporting Transaction (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
Leon Benjamin JR 11501 SW 40TH STREET MIAMI, FL 33165		X		

## Signatures

/s/ J. Gentry Barden,  
 Attorney-in-Fact  
 \*\*Signature of Reporting Person  
 Date  
 11/09/2010

## 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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.14 to \$28.84, inclusive. The reporting person undertakes to provide to HealthSpring, Inc., any security holder of HealthSpring, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges referenced in Footnotes (1), (2), and (3).
  - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.73 to \$28.42, inclusive.
  - (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.75 to \$28.06, inclusive.

### Remarks:

The reporting person's original Form 4 that was filed with the Securities and Exchange Commission on November 8, 2010 included the following information:  
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Leon Benjamin JR - Form 4/A

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