

Todt Blair Williams
 Form 4
 March 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Todt Blair Williams

2. Issuer Name and Ticker or Trading Symbol
 WELLCARE HEALTH PLANS, INC. [WCG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2013

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

C/O WELLCARE HEALTH PLANS, INC., 8725 HENDERSON ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TAMPA, FL 33634

(City) (State) (Zip)

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	03/01/2013		A ⁽¹⁾		1,283 A \$ 0	3,025	D
Common Stock	03/01/2013		F		351 ⁽²⁾ D \$ 56.8	2,674	D
Common Stock	03/01/2013		M ⁽³⁾		494 A \$ 0	3,168	D
Common Stock	03/01/2013		F		136 ⁽⁴⁾ D \$ 56.8	3,032	D

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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 (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 or Value of Derivative Security (Instr. 3)
Restricted Stock Units	(5)	03/01/2013		M	494	(6) (6)	Common Stock	494 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Todt Blair Williams C/O WELLCARE HEALTH PLANS, INC. 8725 HENDERSON ROAD TAMPA, FL 33634			Chief Compliance Officer	

Signatures

/s/ Michael Haber,
Attorney-in-fact

03/05/2013

__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) Settlement of performance stock units that were granted on April 5, 2010 and vested on March 1, 2013 based upon the achievement of performance goals for the three-year performance period ending December 31, 2012.
- (2) Forfeiture of shares to satisfy tax obligations related to performance stock units that were granted to the Reporting Person on April 5, 2010 and vested on March 1, 2013.

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- (3) Vesting of restricted stock units granted to the Reporting Person on February 13, 2012.
- (4) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on February 13, 2012 and vested on March 1, 2013.
- (5) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.
- (6) The restricted stock units vest in approximately equal increments on March 1, 2013, March 1, 2014 and March 1, 2015. Vested shares will be delivered to the Reporting Person upon vest.

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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