

WELLCARE HEALTH PLANS, INC.

Form 4

March 04, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Todt Blair Williams

(Last) (First) (Middle)

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

(Street)

TAMPA, FL 33634

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2014		A ⁽¹⁾	7,048 A \$ 0	10,833	D	
Common Stock	03/01/2014		F	1,921 (2) D \$ 61.31	8,912	D	
Common Stock	03/01/2014		M ⁽³⁾	494 A \$ 0	9,406	D	
Common Stock	03/01/2014		F	162 (4) D \$ 61.31	9,244	D	
	03/01/2014		M ⁽⁵⁾	728 A \$ 0	9,972	D	

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Common
Stock

Common Stock 03/01/2014 F 205 ⁽⁶⁾ D \$ 61.31 9,767 D

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 Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(7)</u>	03/01/2014		M	494	<u>(8)</u> <u>(8)</u>	Common Stock	494 \$ 0
Restricted Stock Units	<u>(7)</u>	03/01/2014		M	728	<u>(9)</u> <u>(9)</u>	Common Stock	728 \$ 0

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

03/04/2014

__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 March 24, 2011 and vested on March 1, 2014 based upon the achievement of performance goals for the three-year performance period ending December 31, 2013.
- (2) Forfeiture of shares to satisfy tax obligations related to performance stock units that were granted to the Reporting Person on March 24, 2011 and vested on March 1, 2014.
- (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, 2014.
- (5) Vesting of restricted stock units granted to the Reporting Person on March 18, 2013.
- (6) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on March 18, 2013 and vested on March 1, 2014.
- (7) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.
- (8) 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.
- (9) The restricted stock units vest in approximately equal increments on March 1, 2014, March 1, 2015 and March 1, 2016. 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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