

WELLCARE HEALTH PLANS, INC.

Form 4

March 03, 2016

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 *
Polen Michael Robert

(Last) (First) (Middle)

C/O WELLCARE HEALTH
PLANS, INC., 8735 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)
03/01/2016

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 below) ____ Other (specify below)
SVP, Operations

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	03/01/2016		A ⁽¹⁾		637	A	\$ 0 4,209
Common Stock	03/01/2016		F		170 ⁽²⁾	D	\$ 80 4,039
Common Stock	03/01/2016		A ⁽³⁾		1,340	A	\$ 0 5,379
Common Stock	03/01/2016		F		367 ⁽⁴⁾	D	\$ 92.5 5,012
	03/01/2016		M ⁽⁵⁾		273	A	\$ 0 5,285

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Common Stock							
Common Stock	03/01/2016	F	75 ⁽⁶⁾	D	\$ 92.5	5,210	D
Common Stock	03/01/2016	M ⁽⁷⁾	475	A	\$ 0	5,685	D
Common Stock	03/01/2016	F	130 ⁽⁸⁾	D	\$ 92.5	5,555	D
Common Stock	03/01/2016	M ⁽⁹⁾	360	A	\$ 0	5,915	D
Common Stock	03/01/2016	F	99 ⁽¹⁰⁾	D	\$ 92.5	5,816	D
Common Stock	03/01/2016	M ⁽¹¹⁾	968	A	\$ 0	6,784	D
Common Stock	03/01/2016	F	295 ⁽¹²⁾	D	\$ 92.5	6,489	D

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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(13)</u>	03/01/2016		M	273	<u>(14)</u>	<u>(14)</u>	Common Stock 273
Restricted Stock Units	<u>(13)</u>	03/01/2016		M	1,341	<u>(15)</u>	<u>(15)</u>	Common Stock 475
	<u>(13)</u>	03/01/2016		M	360	<u>(16)</u>	<u>(16)</u>	360

Restricted
Stock
Units

Common
Stock

Market
Stock
Units

(17)

03/01/2016

M

968

(18)

(18)

Common
Stock

968

\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Polen Michael Robert
C/O WELLCARE HEALTH PLANS, INC.
8735 HENDERSON ROAD
TAMPA, FL 33634

SVP, Operations

Signatures

/s/ Michael Haber,
Attorney-in-Fact

03/03/2016

__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 18, 2013 and vested on March 1, 2016 based upon the achievement of performance goals for the three-year performance period ending December 31, 2015.
- (2) Forfeiture of shares to satisfy tax obligations related to performance stock units that were granted to the Reporting Person on March 18, 2013 and vested on March 1, 2016.
- (3) Settlement of performance stock units that were granted on September 2, 2014 and vested on March 1, 2016 based upon the achievement of performance goals for the performance period ending December 31, 2015.
- (4) Forfeiture of shares to satisfy tax obligations related to performance stock units that were granted to the Reporting Person on September 2, 2014 and vested on March 1, 2016.
- (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, 2016.
- (7) Vesting of restricted stock units granted to the Reporting Person on February 27, 2014.
- (8) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on February 27, 2014 and vested on March 1, 2016.
- (9) Vesting of restricted stock units granted to the Reporting Person on April 6, 2015.
- (10) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on April 6, 2015 and vested on March 1, 2016.
- (11) Settlement of market stock units that were granted on March 18, 2013 and vest on March 1, 2016.
- (12) Forfeiture of shares to satisfy tax obligations related to market stock units that were granted to the Reporting Person on March 18, 2013 and vested on March 1, 2016.
- (13) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.

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- (14) The award of restricted stock units vests 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.
- (15) The award of restricted stock units vests in approximately equal increments on March 1, 2015, March 1, 2016 and March 1, 2017. Vested shares will be delivered to the Reporting Person upon vest.
- (16) The award of restricted stock units vests in approximately equal increments on March 1, 2016, March 1, 2017 and March 1, 2018. Vested shares will be delivered to the Reporting Person upon vest.
- (17) Each market stock unit represents a contingent right to receive up to 2 shares of WCG common stock based on the average closing price for the last thirty trading days in 2015 compared to the last thirty trading days in 2012.
- (18) The market stock units vested on 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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