

DAVITA HEALTHCARE PARTNERS INC.
 Form 4
 January 06, 2015

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 *
STAFFIERI MICHAEL DAVID

2. Issuer Name and Ticker or Trading Symbol
DAVITA HEALTHCARE PARTNERS INC. [DVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 COO, Kidney Care

C/O DAVITA HEALTHCARE PARTNERS INC., 2000 16TH STREET

(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

DENVER, CO 80202

(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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 01/02/2015 | | M | | 17,000 | A | \$ 31.7 | 17,000 | D | |
| Common Stock | 01/02/2015 | | F | | 7,116 | D | \$ 75.74 | 9,884 | D | |
| Common Stock | 01/02/2015 | | S ⁽¹⁾ | | 9,884 | D | \$ 75.5242 | 0 | D | |
| | | | | | | | ⁽²⁾ | | | |
| Common Stock | 01/02/2015 | | M | | 80,000 | A | \$ 34.515 | 80,000 | D | |

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| | | | | | | | |
|--------------|------------|--------------|--------|---|------------------|--------|---|
| Common Stock | 01/02/2015 | F | 36,457 | D | \$ 75.74 | 43,543 | D |
| Common Stock | 01/02/2015 | <u>S</u> (1) | 43,543 | D | \$ <u>(3)</u> | 0 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Appreciation Rights | \$ 31.7 | 01/02/2015 | | M | 17,000 | 03/31/2012 ⁽⁴⁾ 03/31/2015 | Common Stock |
| Stock Appreciation Rights | \$ 34.515 | 01/02/2015 | | M | 80,000 | 09/30/2011 ⁽⁵⁾ 09/30/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STAFFIERI MICHAEL DAVID C/O DAVITA HEALTHCARE PARTNERS INC. 2000 16TH STREET DENVER, CO 80202 | | | COO, Kidney Care | |

Signatures

/s/ Kim M. Rivera
Attorney-in-Fact

01/06/2015

**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 sales reported on this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 18, 2014.

(2) Represents the weighted average sale price of \$75.5242. The range of prices for the sale of these shares was \$75.47 - \$75.60, rounded to the nearest hundredths. The reporting person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price.

(3) Represents the weighted average sale price of \$75.8282. The range of prices for the sale of these shares was \$75.60 - \$76.31, rounded to the nearest hundredths. The reporting person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price.

(4) Stock Appreciation Rights, granted on 3/31/10, pursuant to the DaVita Inc. 2002 Equity Compensation Plan, (as amended and restated, the "DaVita HealthCare Partners Inc. 2011 Incentive Award Plan," effective June 6, 2011), which vested 33.3% on the second anniversary of the grant date, and 8.33% every 3 months thereafter.

(5) Stock Appreciation Rights, granted on 9/30/2010, pursuant to the DaVita Inc. 2002 Equity Compensation Plan, (as amended and restated, the "DaVita HealthCare Partners Inc. 2011 Incentive Award Plan," effective June 6, 2011), which vested 25% on the first anniversary of the grant date, then 6.25% every three months thereafter.

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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