Wang Sheldon Form 4 January 30, 2012

## 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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Wang Sheldon

(Middle)

(First)

C/O EHEALTH, INC., 440 EAST MIDDLEFIELD ROAD

**MOUNTAIN VIEW, CA 94043** 

(Street)

2. Issuer Name and Ticker or Trading Symbol

eHealth, Inc. [EHTH]

3. Date of Earliest Transaction (Month/Day/Year) 01/26/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

Issuer (Check all applicable)

5. Relationship of Reporting Person(s) to

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

Executive VP, Technology

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Ownership (Month/Day/Year) Owned (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 01/26/2012  $M^{(1)}$ 10,000 A \$8.8 52,741 D Stock Common  $S^{(1)}$ 01/26/2012 10,000 D 42,741 D 15.75 Stock Common  $M^{(1)}$ 01/30/2012 3,325 \$ 8.8 D Α 46,066 Stock Common  $S^{(1)}$ 01/30/2012 3,325 D \$ 16 42,741 D Stock

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)	Transaction Code (S (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	Date Exercisable and piration Date onth/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V (	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 8.8	01/26/2012		M <u>(1)</u>	10,000	(2)	12/14/2015	Common Stock	10,000	
Employee Stock Option (right to buy)	\$ 8.8	01/30/2012		M <u>(1)</u>	3,325	(2)	12/14/2015	Common Stock	3,325	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wang Sheldon C/O EHEALTH, INC.

440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043 Executive VP, Technology

# **Signatures**

/s/ Jennifer Thompson, as attorney-in-fact for Dr. Sheldon X. Wang

01/30/2012

\*\*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) This transaction was effected pursuant to a Rule 10b5-1 trading plan.

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(2) Immediately exercisable for all option shares. The option shares become vested as to 20% of the shares 1 year after December 14, 2005 and 1/60th of the shares upon completion of each month of continuous service thereafter.

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