

Polen Michael Robert
 Form 4
 October 02, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Polen Michael Robert

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)
 09/28/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Medicare and Operations

C/O WELLCARE HEALTH PLANS, INC., 8735 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/29/2017 | | M ⁽¹⁾ | 3,613 A | \$ 0 | 10,669 | D |
| Common Stock | 09/29/2017 | | F | 1,516 D | \$ 171.74 | 9,153 | 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)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Stock Units | (3) | 09/28/2017 | | A | 10,839 | (4) (4) | Common Stock | 10,839 |
| Performance Stock Units | (3) | 09/29/2017 | | M | 3,613 | (5) (5) | Common Stock | 3,613 |

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

EVP, Medicare and Operations

Signatures

/s/ Michael Haber,
Attorney-in-fact

10/02/2017

__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) Vesting of performance stock units granted to the Reporting Person on September 29, 2016.
- (2) Forfeiture of shares to satisfy tax obligations related to performance stock units that were granted to the Reporting Person on September 29, 2016 and vested on September 29, 2017.
- (3) Each performance stock unit represents a contingent right to receive one share of WCG common stock.
- (4) On September 29, 2016, the reporting person was awarded performance stock units covering 10,839 shares of common stock. On September 28, 2017, the Compensation Committee of the Board of Directors of the WellCare Health Plans, Inc. determined that the performance criteria had been achieved, and as a result, the shares subject to the performance stock units will vest in equal increments on September 29, 2017, September 29, 2018 and September 29, 2019.
- (5) The performance stock units vest in approximately equal installments on September 29, 2017, September 29, 2018 and September 29, 2019. Vested shares are 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.