

Fritch Herbert A
 Form 5
 February 13, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Fritch Herbert A

2. Issuer Name and Ticker or Trading Symbol
 HealthSpring, Inc. [HS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

9009 CAROTHERS
 PARKWAY, SUITE 501

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FRANKLIN, TN 37067

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 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 at end of Issuer's Fiscal Year (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) | Amount Price | | |
| Common Stock | 08/13/2008 | Â | S | 51,600 D | \$ 19.8601 | 262,426 | I By trust (1) |
| Common Stock | 08/13/2008 | Â | S | 51,600 D | \$ 19.8601 | 262,426 | I By trust (2) |
| Common Stock | 08/13/2008 | Â | S | 17,300 D | \$ 19.8601 | 87,375 | I By trust (3) |
| Common Stock | 08/13/2008 | Â | S | 17,300 D | \$ 19.8601 | 87,375 | I By trust (4) |

Edgar Filing: Fritch Herbert A - Form 5

| | | | | | | | | | |
|--------------|------------|---|---|--------|---|------------|---------|---|--------------|
| Common Stock | 08/13/2008 | Â | S | 17,300 | D | \$ 19.8601 | 87,375 | I | By trust (5) |
| Common Stock | 08/14/2008 | Â | S | 26,900 | D | \$ 19.8111 | 235,526 | I | By trust (1) |
| Common Stock | 08/14/2008 | Â | S | 26,900 | D | \$ 19.8111 | 235,526 | I | By trust (2) |
| Common Stock | 08/14/2008 | Â | S | 8,800 | D | \$ 19.8111 | 78,575 | I | By trust (3) |
| Common Stock | 08/14/2008 | Â | S | 8,800 | D | \$ 19.8111 | 78,575 | I | By trust (4) |
| Common Stock | 08/14/2008 | Â | S | 8,800 | D | \$ 19.8111 | 78,575 | I | By trust (5) |
| Common Stock | 12/30/2008 | Â | S | 20,544 | D | \$ 19.5 | 214,982 | I | By trust (1) |
| Common Stock | 12/30/2008 | Â | S | 20,544 | D | \$ 19.5 | 214,982 | I | By trust (2) |
| Common Stock | 12/30/2008 | Â | S | 6,804 | D | \$ 19.5 | 71,771 | I | By trust (3) |
| Common Stock | 12/30/2008 | Â | S | 6,804 | D | \$ 19.5 | 71,771 | I | By trust (4) |
| Common Stock | 12/30/2008 | Â | S | 6,804 | D | \$ 19.5 | 71,771 | I | By trust (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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 of Derivative Security (Instr. 5) | 9. of D Se Bo O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------------|
| | | | | | | Date Exercisable (A) (D) | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fritch Herbert A 9009 CAROTHERS PARKWAY SUITE 501 FRANKLIN, TN 37067 | X | | Chairman & CEO | |

Signatures

/s/ Herbert A. Fritch
Date: 02/13/2009

**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) Shares owned by Jerry D. Mayes, Trustee of the Jodi Lynn Donovan Trust U/A/D 03/12/04. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
 - (2) Shares owned by Jerry D. Mayes, Trustee of the Jamie Christine Seedig Trust U/A/D 03/12/04. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
 - (3) Shares owned by Jerry D. Mayes, Trustee of the Christian Paul Matheson Trust U/A/D 03/12/04. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
 - (4) Shares owned by Jerry D. Mayes, Trustee of the Jason Alan Matheson Trust U/A/D 03/12/04. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.
 - (5) Shares owned by Jerry D. Mayes, Trustee of the Sara Jane Whitworth Trust U/A/D 03/12/04. The reporting person disclaims beneficial ownership of, and any pecuniary interest in, these securities, and this report shall not be deemed an admission that the reporting person is the owner of the securities for purposes of Section 16 or for any other purpose.

Remarks:
One of two.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.