#### **BERG CHARLES**

Form 4

February 29, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

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**SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BERG CHARLES** 

2. Issuer Name and Ticker or Trading

Symbol

02/27/2012

WELLCARE HEALTH PLANS,

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable) INC. [WCG]

(Last)

(First)

(Middle)

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

Officer (give title

\_X\_\_ Director

10% Owner Other (specify

C/O WELLCARE HEALTH PLANS, INC., 8725 HENDERSON ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

**TAMPA**, FL 33634

Stock

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y 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)				5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/27/2012		M	69,899	A	\$ 23.88	91,144	D	
Common Stock	02/27/2012		S	69,899 (1)	D	\$ 69.28 (1)	21,245	D	
Common Stock	02/28/2012		M	45,000	A	\$ 23.88	66,245	D	
Common	02/28/2012		S	43,000	D	\$	23,245	D	

(2)

68.36

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					<u>(2)</u>	
Common Stock	02/28/2012	S	2,000	D	\$ 69.2 21,245	D
Common Stock	02/29/2012	M	35,101	A	\$ 23.88 56,346	D
Common Stock	02/29/2012	S	32,601 (3)	D	\$ 67.96 23,745 (3)	D
Common Stock	02/29/2012	S	2,500 (4)	D	\$ 68.51 21,245 (4)	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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.88	02/27/2012		M	69,899	<u>(5)</u>	<u>(5)</u>	Common Stock	69,899
Employee Stock Option (right to buy)	\$ 23.88	02/28/2012		M	45,000	<u>(5)</u>	<u>(5)</u>	Common Stock	45,000
Employee Stock Option (right to buy)	\$ 23.88	02/29/2012		M	35,101	(5)	(5)	Common Stock	35,101

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERG CHARLES C/O WELLCARE HEALTH PLANS, INC. 8725 HENDERSON ROAD TAMPA, FL 33634



### **Signatures**

/s/ Michael Haber, Attorney-in-fact

02/29/2012

\*\*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).
- This transaction was executed in multiple trades at prices ranging from \$68.90 to \$69.70. The price reported above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$68.15 to \$69.10. The price reported above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$67.45 to \$68.40. The price reported above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
  - This transaction was executed in multiple trades at prices ranging from \$68.50 to \$68.54. The price reported above reflects the weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a securit
- (4) weighted-average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (5) The option vested in two equal installments on April 1, 2010 and December 31, 2010.

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.

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