

WELLCARE HEALTH PLANS, INC.

Form 4

January 02, 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 *
GALLITANO DAVID J

(Last) (First) (Middle)

C/O WELLCARE HEALTH PLANS, INC., 8735 HENDERSON ROAD

(Street)

TAMPA, FL 33634

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WELLCARE HEALTH PLANS, INC. [WCG]

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	01/01/2015		M ⁽¹⁾	15,065	A \$ 0	56,736	D
Common Stock	01/01/2015		F	4,609 ⁽²⁾	D \$ 82.06	52,127	D
Common Stock	01/01/2015		M ⁽¹⁾	30,130	A \$ 0	82,257	D
Common Stock	01/01/2015		F	12,640 ⁽²⁾	D \$ 82.06	69,617	D

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(3)	01/01/2015		M	15,065	(4) (4)	Common Stock	15,065
Restricted Stock Units	(3)	01/01/2015		M	30,130	(5) (5)	Common Stock	30,130

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GALLITANO DAVID J
C/O WELLCARE HEALTH PLANS, INC.
8735 HENDERSON ROAD
TAMPA, FL 33634

X

Signatures

/s/ Michael Haber,
Attorney-in-fact

01/02/2015

**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) Vesting of restricted stock units granted to the Reporting Person on May 1, 2014.

(2) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on May 1, 2013 and vested on January 1, 2015.

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- (3) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.
- (4) The restricted stock units vest in full on the earlier of (a) May 1, 2015 or (b) the date a permanent chief executive officer commences employment. Shares will be delivered to the Reporting Person upon vest.
- (5) The restricted stock units vest in full on the date a permanent chief executive officer commences employment. Shares will be 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.

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