WELLCARE HEALTH PLANS, INC.

Form 4 April 06, 2006

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations

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

burden hours per response...

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person **
MOSZKOWSKI NEAL

2. Issuer Name **and** Ticker or Trading

Issuer

Symbol

WELLCARE HEALTH PLANS,

(Check all applicable)

INC. [WCG]

(Middle)

(Zip)

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

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

5. Relationship of Reporting Person(s) to

430 PARK AVENUE, 6TH FLOOR

(First)

(State)

04/06/2006

04/06/2006

(Street) 4. If Amendment, Date Original

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

Filed(Month/Day/Year)

X 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

39.56

NEW YORK, NY 10022

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securitie	•	` ′	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Monuil Day Tear)	any	Code	(Instr. 3, 4	,)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	04/06/2006		C	600,000	D	\$	£ 150 70 <i>1</i>	T	See

600,000 D

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

S

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SEC 1474

(9-02)

5,158,784

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

footnote

(1)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
MOSZKOWSKI NEAL 430 PARK AVENUE 6TH FLOOR NEW YORK, NY 10022	X	X					

Signatures

/s/ Jennifer Glassman,
Attorney-in-Fact

**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).
 - Mr. Moszkowski is one of two sole decision makers for TowerBrook Capital Partners LLC ("TCP LLC"). TCP LLC is the general partner of TCP General Partner L.P. (f/k/a SPEP General Partner L.P. (f/k/a
- (1) Soros Private Equity Investors LP) ("TBI"), the record and beneficial owner of such shares. An investment committee of five individuals, including Mr. Moszkowski, has exclusive decision making authority with respect to such shares. Mr. Moszkowski disclaims beneficial ownership of all such shares, except to the extent of any pecuniary interest therein.

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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