

Morris Matthew Shawn  
 Form 3  
 March 25, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>^ Morris Matthew Shawn</p> <p>(Last) (First) (Middle)</p> <p>9009 CAROTHERS PARKWAY, ^ SUITE 501</p> <p>(Street)</p> <p>FRANKLIN, ^ TN ^ 37067</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/19/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HealthSpring, Inc. [HS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  EVP &amp; Pres-HS of TN</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,763 <sup>(1)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/02/2016	Common Stock	50,000	\$ 19.5	D	Â
Employee Stock Option (Right to Buy)	Â (3)	01/01/2017	Common Stock	100,000	\$ 20.35	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/19/2018	Common Stock	17,252	\$ 19.5	D	Â
Employee Stock Option (Right to Buy)	Â (5)	02/13/2019	Common Stock	14,324	\$ 15.16	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Matthew Shawn 9009 CAROTHERS PARKWAY SUITE 501 FRANKLIN, TN 37067	Â	Â	Â EVP & Pres-HS of TN	Â

## Signatures

/s/ J. Gentry Barden,  
Attorney-in-Fact

03/25/2009

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes 1,939 shares of restricted common stock granted to Mr. Morris on February 19, 2008 in connection with his continuing employment. In general, the restrictions with respect to these shares lapse as follows: 50% on February 19, 2010, 25% on February 19, 2011, and 25% on February 19, 2012. Also includes 3,183 shares of restricted common stock granted to Mr. Morris on February 13, 2009
- (1) in connection with his continuing employment. In general, the restrictions with respect to these shares lapse as follows: 50% on February 13, 2011, 25% on February 13, 2012, and 25% on February 13, 2013. Also includes 3,841 shares of restricted common stock acquired by Mr. Morris in lieu of a portion of his annual cash bonus pursuant to the terms of the HealthSpring, Inc. Amended and Restated 2008 Management Stock Purchase Plan. In general, the restrictions with respect to these shares lapse on February 13, 2011.
  - (2) In general, the shares subject to option vest and become exercisable as follows: 25% on September 29, 2006, 25% on September 29, 2007, 25% on September 29, 2008, and 25% on September 29, 2009.
  - (3) In general, the shares subject to option vest and become exercisable as follows: 25% on January 1, 2008, 25% on January 1, 2009, 25% on January 1, 2010, and 25% on January 1, 2011.
  - (4) In general, the shares subject to option vest and become exercisable as follows: 50% on February 19, 2010, 25% on February 19, 2011, 25% on February 19, 2012.
  - (5) In general, the shares subject to option vest and become exercisable as follows: 50% on February 13, 2011, 25% on February 13, 2012, 25% on February 13, 2013.

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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