HEALTHWAYS, INC Form 4 November 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * England Mary Jane		2. Issuer Name and Ticker or Trading Symbol HEALTHWAYS, INC [HWAY]					5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)				Earliest Tra	_	WA	(Check all applicable)				
701 COOL SPRINGS BOULEVARD			(Month/Day/Year) 11/03/2015					X Director 10% Owner Officer (give title below) Other (specify below)			
FRANKLIN	(Street) J, TN 37067			ndment, Da th/Day/Year)	_	l		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by N Person		rson	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative :	Secur	ities Acq	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securin (A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/03/2015			P	4,401	A	11.38	34,509	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(1)

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

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

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

England Mary Jane
701 COOL SPRINGS BOULEVARD X
FRANKLIN, TN 37067

Signatures

/s/ Alfred Lumsdaine, by power of attorney for Mary Jane England

11/04/2015

**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).

This transaction was executed in multiple trades at prices ranging from \$11.37 to \$11.39, inclusive. The price reported above reflects the weighted-average 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.

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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