LUMSDAINE ALFRED

Form 4

December 06, 2010

FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Form 5 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 Ad LUMSDAIN	ddress of Reporting P IE ALFRED	Symbol				5. Relationship of Reporting Person(s) to Issuer			
			HWAYS, INC []	-	(Check all applicable)				
(Last)	(First) (M		Earliest Transaction		ъ.	100			
701 COOL S BOULEVAR		(Month/D 12/02/20			Director 10% Owner _X_ Officer (give title Other (specify below) Chief Accounting Officer				
	(Street)	4. If Ame	ndment, Date Origin	al	6. Individual or Joint/Group Filing(Check				
		Filed(Mor	nth/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person				
FRANKLIN	, TN 37067					More than One Re			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of					of, or Beneficial	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction(A) or Code (D)	Disposed of 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Restricted Stock Units	12/02/2010		Code V Amou A 25,00 (1)	` ′	36,848	D			
Common Stock					723	I	Held in 401(k) Plan		
Reminder: Repo	ort on a separate line t	for each class of secu	rities beneficially ow	ned directly or	indirectly.				

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

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

4.

		()							
Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of	•			
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amoun or Numbe
				Code V	(A) (D)		Buie		of Shar
Option to Buy	\$ 9.96	12/02/2010		A	75,000	12/02/2012 <u>(2)</u>	12/02/2020	Common	75,00

5. Number of

Reporting Owners

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative

Director 10% Owner Officer Other

LUMSDAINE ALFRED 701 COOL SPRINGS BOULEVARD FRANKLIN, TN 37067

Chief Accounting Officer

6. Date Exercisable and

Expiration Date

7. Title and Amount of

Underlying Securities

Stock

Signatures

/s/ Alfred

to Buy

1. Title of 2.

Lumsdaine 12/06/2010

**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) Restricted stock units vest on 12/2/2016.
- (2) Options vest 30% on 12/2/2012, 30% on 12/2/2014 and 40% on 12/2/2016.

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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