

WELLCARE HEALTH PLANS, INC.

Form 4

March 03, 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 \*  
Polen Michael Robert

(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)  
03/01/2015

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)  
SVP, Operations

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 03/01/2015                           |  | A <sup>(1)</sup>               | 265   | A \$ 0  | 1,590  | D   |
| Common Stock                    | 03/01/2015                           |  | F                              | 87 <sup>(2)</sup>   | D \$ 90.81  | 1,503  | D   |
| Common Stock                    | 03/01/2015                           |  | M <sup>(3)</sup>               | 170   | A \$ 0  | 1,673  | D   |
| Common Stock                    | 03/01/2015                           |  | F                              | 45 <sup>(4)</sup>   | D \$ 90.81  | 1,628  | D   |
|                                 | 03/01/2015                           |  | M <sup>(5)</sup>               | 273   | A \$ 0  | 1,901  | D   |

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|              |            |                  |                 |   |          |       |   |
|--------------|------------|------------------|-----------------|---|----------|-------|---|
| Common Stock |            |                  |                 |   |          |       |   |
| Common Stock | 03/01/2015 | F                | 75 <u>(6)</u>   | D | \$ 90.81 | 1,826 | D |
| Common Stock | 03/01/2015 | M <sup>(7)</sup> | 476             | A | \$ 0     | 2,302 | D |
| Common Stock | 03/01/2015 | F                | 127 <u>(8)</u>  | D | \$ 90.81 | 2,175 | D |
| Common Stock | 03/01/2015 | M <sup>(9)</sup> | 603             | A | \$ 0     | 2,778 | D |
| Common Stock | 03/01/2015 | F                | 179 <u>(10)</u> | D | \$ 90.81 | 2,599 | D |

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. Price of Derivative Security (Instr. 5) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |      |
| Restricted Stock Units                     | <u>(11)</u>  | 03/01/2015                           |  | M                              | 170   | <u>(12)</u>  | <u>(12)</u>   | Common Stock                               | 170                        | \$ 0 |
| Restricted Stock Units                     | <u>(11)</u>  | 03/01/2015                           |  | M                              | 273   | <u>(13)</u>  | <u>(13)</u>   | Common Stock                               | 273                        | \$ 0 |
| Restricted Stock Units                     | <u>(11)</u>  | 03/01/2015                           |  | M                              | 476   | <u>(14)</u>  | <u>(14)</u>   | Common Stock                               | 476                        | \$ 0 |
| Market Stock                               | <u>(15)</u>  | 03/01/2015                           |  | M                              | 603   | <u>(16)</u>  | <u>(16)</u>   | Common Stock                               | 603                        | \$ 0 |

Units

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Polen Michael Robert<br>C/O WELLCARE HEALTH PLANS, INC.<br>8735 HENDERSON ROAD<br>TAMPA, FL 33634 |               |           | SVP, Operations |       |

## Signatures

/s/ Michael Haber,  
attorney-in-fact

03/03/2015

\_\_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) Settlement of performance stock units that were granted on February 13, 2012 and vested on March 1, 2015 based upon the achievement of performance goals for the three-year performance period ending December 31, 2014.
- (2) Forfeiture of shares to satisfy tax obligations related to performance stock units that were granted to the Reporting Person on February 13, 2012 and vested on March 1, 2015.
- (3) Vesting of restricted stock units granted to the Reporting Person on February 13, 2012.
- (4) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on February 13, 2012 and vested on March 1, 2015.
- (5) Vesting of restricted stock units granted to the Reporting Person on March 18, 2013.
- (6) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on March 18, 2013 and vested on March 1, 2015.
- (7) Vesting of restricted stock units granted to the Reporting Person on February 27, 2014.
- (8) Forfeiture of shares to satisfy tax obligations related to restricted stock units that were granted to the Reporting Person on February 27, 2014 and vested on March 1, 2015.
- (9) Settlement of market stock units that were granted on February 13, 2012 and vest on March 1, 2015.
- (10) Forfeiture of shares to satisfy tax obligations related to market stock units that were granted to the Reporting Person on February 13, 2012 and vested on March 1, 2015.
- (11) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.
- (12) The award of restricted stock units vests in approximately equal increments on March 1, 2013, March 1, 2014 and March 1, 2015. Vested shares will be delivered to the Reporting Person upon vest.
- (13) The award of restricted stock units vests in approximately equal increments on March 1, 2014, March 1, 2015 and March 1, 2016. Vested shares will be delivered to the Reporting Person upon vest.
- (14) The award of restricted stock units vests in approximately equal increments on March 1, 2015, March 1, 2016 and March 1, 2017. Vested shares will be delivered to the Reporting Person upon vest.
- (15) Each market stock unit represents a contingent right to receive up to 1.5 shares of WCG common stock based on the average closing price for the last thirty trading days in 2014 compared to the last thirty trading days in 2011.
- (16) The market stock units vested on March 1, 2015. Vested 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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