

Huebner Scott C  
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)

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

**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	44,064 <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 150,000 \$ 19.5	D Â
Employee Stock Option (Right to Buy)	Â (3)	03/29/2017	Common Stock 100,000 \$ 23.62	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
Huebner Scott C 9009 CAROTHERS PARKWAY SUITE 501 FRANKLIN, TN 37067	Â	Â	Â EVP & Pres-Texas HealthSpring	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).
  - (1) Includes 1,939 shares of restricted common stock granted to Mr. Huebner 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. Huebner on February 13, 2009 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, 2015.
  - (2) In general, the shares subject to option vest and become exercisable as follows: 25% on February 2, 2007, 25% on February 2, 2008, 25% on February 2, 2009, and 25% on February 2, 2010.
  - (3) In general, the shares subject to option vest and become exercisable as follows: 25% on March 29, 2008, 25% on March 29, 2009, 25% on March 29, 2010, and 25% on March 29, 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. 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.