

Lauer Gary L
Form 4
August 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
Lauer Gary L

(Last) (First) (Middle)

C/O EHEALTH, INC., 440 EAST MIDDLEFIELD ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
eHealth, Inc. [EHTH]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2012

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)
Chr. of the Board and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/22/2012		M ⁽¹⁾		17,200	A	\$ 2
							186,184
Common Stock	08/22/2012		S ⁽¹⁾		8,600	D	\$ 17.1683
							⁽²⁾
Common Stock	08/22/2012		S ⁽¹⁾		8,600	D	\$ 17.17
							⁽³⁾
Common Stock	08/23/2012		M ⁽¹⁾		33,500	A	\$ 2
							202,484
Common Stock	08/23/2012		S ⁽¹⁾		16,670	D	\$ 17.0248
							185,814

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Common Stock	08/23/2012		<u>S⁽¹⁾</u>	16,830	D	<u>(5)</u> \$ 17.0254	168,984	D
Common Stock	08/24/2012		<u>M⁽¹⁾</u>	9,600	A	\$ 2	178,584	D
Common Stock	08/24/2012		<u>S⁽¹⁾</u>	5,330	D	<u>(6)</u> \$ 17.0127	173,254	D
Common Stock	08/24/2012		<u>S⁽¹⁾</u>	4,270	D	<u>(7)</u> \$ 17.0128	168,984	D

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2	08/22/2012		<u>M⁽¹⁾</u>	17,200	<u>(4)</u> 05/21/2013	Common Stock 17,200
Employee Stock Option (right to buy)	\$ 2	08/23/2012		<u>M⁽¹⁾</u>	33,500	<u>(4)</u> 05/21/2013	Common Stock 33,500
Employee Stock Option (right to buy)	\$ 2	08/24/2012		<u>M⁽¹⁾</u>	9,600	<u>(4)</u> 05/21/2013	Common Stock 9,600

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lauer Gary L C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	X			Chr. of the Board and CEO

Signatures

/s/ Chi-Mei Cheng, as attorney-in-fact for Gary L.
Lauer

08/24/2012

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.15 to \$17.41, inclusive. The reporting person undertakes to provide to eHealth, Inc., any security holder of eHealth, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (5), (6) and (7) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.15 to \$17.40, inclusive.
- (3) The option shares become vested as to 25% of the shares one year after September 9, 2002 and 1/48th of the shares upon each month of continuous service thereafter.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.10, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.05, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.09, inclusive.
- (7)

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.