

WELLCARE HEALTH PLANS, INC.

Form 4

March 04, 2014

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)

8735 HENDERSON ROAD, C/O
WELLCARE HEALTH PLANS,
INC.

(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)
03/01/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2014		A ⁽¹⁾		867	A	\$ 0
Common Stock	03/01/2014		F		265	D	\$ 61.31
Common Stock	03/01/2014		M ⁽³⁾		170	A	\$ 0
Common Stock	03/01/2014		F		56	D	\$ 61.31
	03/01/2014		M ⁽⁵⁾		273	A	\$ 0

Common
Stock

Common Stock 03/01/2014 F 90 ⁽⁶⁾ D \$ 61.31 1,325 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 or Value of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(7)</u>	03/01/2014		M	170	<u>(8)</u> <u>(8)</u>	Common Stock	170 \$ 0
Restricted Stock Units	<u>(7)</u>	03/01/2014		M	273	<u>(9)</u> <u>(9)</u>	Common Stock	273 \$ 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Polen Michael Robert
8735 HENDERSON ROAD
C/O WELLCARE HEALTH PLANS, INC.
TAMPA, FL 33634

SVP, Operations

Signatures

/s/ Michael Haber,
Attorney-in-fact

03/04/2014

__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 March 24, 2011 and vested on March 1, 2014 based upon the achievement of performance goals for the three-year performance period ending December 31, 2013.
- (2) Forfeiture of shares to satisfy tax obligations related to performance stock units that were granted to the Reporting Person on March 24, 2011 and vested on March 1, 2014.
- (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, 2014.
- (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, 2014.
- (7) Each restricted stock unit represents a contingent right to receive one share of WCG common stock.
- (8) The restricted stock units vest 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.
- (9) The restricted stock units vest 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.

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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