

HEALTHWAYS, INC  
Form 4  
November 05, 2007

**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 \*  
**KELLIHER MATTHEW**

(Last) (First) (Middle)  
**3841 GREEN HILLS VILLAGE DRIVE**  
(Street)

**NASHVILLE, TN 37215**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HEALTHWAYS, INC [HWAY]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/01/2007**

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)  
**EVP, International Business**

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|---|
| Common Stock                    | 11/01/2007                           |  | M                              | 17,348  | A          | \$ 17.89           | 17,348  | D  |   |
| Common Stock                    | 11/01/2007                           |  | S                              | 17,348  | D          | \$ 59.73           | 0   | D  |   |
| Common Stock                    | 11/02/2007                           |  | M                              | 22,652  | A          | \$ 17.89           | 22,652  | D  |   |
| Common Stock                    | 11/02/2007                           |  | S                              | 22,652  | D          | \$ 58.24           | 0   | D  |   |
| Common Stock                    |                                      |  |                                |   |            |                    | 222   | I  | Held in 401(k) Plan                                   |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to Buy                              | \$ 17.89   | 11/01/2007                           |  | M                              | 17,348  | 09/01/2004 <sup>(1)</sup> 09/01/2013                     | Common Stock  | 17,348                     |
| Option to Buy                              | \$ 17.89   | 11/02/2007                           |  | M                              | 22,652  | 09/01/2004 <sup>(1)</sup> 09/01/2013                     | Common Stock  | 22,652                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

KELLIHER MATTHEW  
3841 GREEN HILLS VILLAGE DRIVE  
NASHVILLE, TN 37215

EVP, International Business

## Signatures

/s/ Mary A. Chaput, by power of attorney for Matthew Kelliher

11/05/2007

\_\_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) Option vests 25% per year beginning on 9/1/2004.

(2) Information in this column is left blank because the transaction represents the conversion of a security.

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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