

COCOZZA NANCY G

Form 4

April 03, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COCOZZA NANCY G

(Last) (First) (Middle)

9151 BOULEVARD 26

(Street)

NORTH RICHLAND
HILLS, TX 75093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

HealthMarkets, Inc. [N/A]

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

03/30/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A-1 Common Stock	03/30/2007		P		8,000	A	\$ 50 8,000
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
Stock Option	\$ 0 ⁽¹⁾	03/30/2007		A		31,500		03/30/2008 ⁽²⁾	03/30/2017	Class A-1 Common Stock	31,500
Stock Option	\$ 50	03/30/2007		A		31,500		03/30/2008 ⁽³⁾	03/30/2017	Class A-1 Common Stock	31,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COCOZZA NANCY G 9151 BOULEVARD 26 NORTH RICHLAND HILLS, TX 75093	Executive VP

Signatures

Nancy G. Cocozza By Peggy G. Simpson,
POA 04/03/2007

__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).

The exercise price of the option will accrete by 10% per year, starting on March 30, 2009. The initial Option Price is (i) \$50.00 per share if Optionee exercises the option to purchase prior to the second anniversary of the grant date; (ii) \$55.00 per share, if Optionee exercises the option to purchase on or after the second anniversary of the grant date but prior to the third anniversary of the grant date; (iii) \$60.50 per share, if Optionee exercises the option to purchase on or after the third anniversary of the grant date but prior to the fourth anniversary of the grant date; (iv) \$66.55 per share, if Optionee exercises the option to purchase on or after the fourth anniversary of the grant date but prior to the fifth anniversary of the grant date; and (v) \$73.21 per share, if Optionee exercises the option to purchase on or after the fifth anniversary of the grant date.

The Options shall become exercisable with respect to (i) 25% of the Option Shares (7,875 shares) on the first anniversary of the grant date; (ii) 25% of the Option Shares (7,875 shares) on the second anniversary of the grant date; (iii) 17% of the Option Shares (5,355 shares) on the third anniversary of the grant date; (iv) 17% of the Option Shares (5,355 shares) on the fourth anniversary of the grant date; and (v) the remaining 16% of the Option Shares (5,040 shares) on the fifth anniversary of the grant date, provided, however, that as of each such date the Optionee remains in the continuous employ of the Company or any Subsidiary.

(3) The options vest and become exercisable in 20% increments on each of the first, second, third, fourth and fifth anniversaries of the grant date.

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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