

HealthMarkets, Inc.  
Form 4  
August 06, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**RYDZEWSKI PHILIP**

(Last) (First) (Middle)  
9151 BOULEVARD 26  
  
(Street)

**NORTH RICHLAND HILLS, TX 76180**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HealthMarkets, Inc. [N/A]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/02/2007**

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)  
**SVP & CAO**

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 0 <sup>(1)</sup>	08/02/2007	A		4,166		08/02/2008 <sup>(2)</sup>	08/02/2017	Class A-1 Common Stock	4,166
Stock Option	\$ 40.97	08/02/2007	A		4,167		08/02/2008 <sup>(3)</sup>	08/02/2017	Class A-1 Common Stock	4,167

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYDZEWSKI PHILIP 9151 BOULEVARD 26 NORTH RICHLAND HILLS, TX 76180			SVP & CAO	

## Signatures

Philip Rydzewski By /s/ Peggy G. Simpson, 08/06/2007  
POA

<sup>\*\*</sup>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) The initial exercise price of the option is \$40.97. The exercise price of the option will accrete by 10% per year, starting on August 2, 2009. If the optionee exercises the option prior to August 2, 2009, the exercise price will be \$40.97. If the optionee exercises the option on or after August 2, 2009 but prior to August 2, 2010, the exercise price will be \$45.07. If the optionee exercises the option on or after August 2, 2010 but prior to August 2, 2011, the exercise price will be \$49.58. If the optionee exercises the option on or after August 2, 2011 but prior to August 2, 2012, the exercise price will be \$54.54. If the optionee exercises the option on or after August 2, 2012, the exercise price will be \$59.99.

(2) The options vest in different increments on each of the first five anniversaries of August 2, 2007. Twenty-five percent of the options vest on August 2, 2008. Twenty-five percent of the options vest on August 2, 2009. Seventeen percent of the options vest on August 2, 2010. Seventeen percent of the options vest on August 2, 2011. The remaining sixteen percent of the options vest on August 2, 2012.

(3) The options vest in 20% increments on each of the first, second, third, fourth and fifth anniversaries of August 2, 2007.

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.