

HealthMarkets, Inc.
Form 3
March 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HELLER JACK V | | (Month/Day/Year) | HealthMarkets, Inc. [N/A] | |
| (Last) | (First) | (Middle) | 03/24/2009 | |
| 9151 BOULEVARD 26 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NORTH RICHLAND HILLS,Â TXÂ 76180 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A-2 Common Stock | 28,180 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------|---------------------------|------------|------------------------------|--------|---------------------|-------------------|---|
| Stock Option | 01/23/2010 ⁽¹⁾ | 01/23/2019 | Class A-1 Common Stock | 16,667 | \$ 19 | D | Â |
| Stock Option | 01/23/2010 ⁽²⁾ | 01/23/2019 | Class A-1 Common Stock | 16,666 | \$ 0 ⁽³⁾ | D | Â |
| Stock Option | 07/09/2009 ⁽⁴⁾ | 07/09/2018 | Class A-1 Common Stock | 6,667 | \$ 24 | D | Â |
| Stock Option | 07/09/2009 ⁽⁵⁾ | 07/09/2018 | Class A-1 Common Stock | 6,666 | \$ 0 ⁽⁶⁾ | D | Â |
| Stock Option | 03/29/2008 ⁽⁷⁾ | 03/29/2017 | Class A-1 Common Stock | 10,000 | \$ 39.49 | D | Â |
| Stock Option | 03/29/2008 ⁽⁸⁾ | 03/29/2017 | Class A-1 Common Stock | 10,000 | \$ 0 ⁽⁹⁾ | D | Â |
| Stock Option | 03/29/2009 | 03/29/2017 | Class A-1 Common Stock | 2,500 | \$ 39.49 | D | Â |
| Stock Option | 03/29/2008 | 03/29/2017 | Class A-1 Common Stock | 1,250 | \$ 39.49 | D | Â |
| Stock Option | 03/29/2009 | 03/29/2017 | Class A-1 Common Stock | 1,250 | \$ 39.49 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HELLER JACK V 9151 BOULEVARD 26 NORTH RICHLAND HILLS, TX 76180 | Â | Â | Â Senior Vice President | Â |

Signatures

Jack V. Heller By: /s/ Peggy G. Simpson,
POA 03/30/2009

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 options vest in 20% increments on each of the first, second, third, fourth and fifth anniversaries of January 23, 2009.

(2) The options vest on different increments on each of the first five anniversaries of January 23, 2009. Twenty-five percent (25%) of the options vest on January 23, 2010. Twenty-five percent (25%) of the options vest on January 23, 2011. Seventeen percent (17%) of the options vest on January 23, 2012. Seventeen percent (17%) of the options vest on January 23, 2013. The remaining sixteen percent (16%) of the options vest on January 23, 2014.

(3) The initial exercise price of the options is \$19.00 per share and will accrete at the rate of ten percent (10%) per year (whether vested or unvested) from and after the first anniversary of the effective date of January 23, 2009 through the fifth anniversary of the effective date.

(4) The options vest in 20% increments on each of the first, second, third, fourth and fifth anniversaries of July 9, 2008.

(5) The options vest on different increments on each of the first five anniversaries of July 9, 2008. Twenty-five percent (25%) of the options vest on July 9, 2009. Twenty-five percent (25%) of the options vest on July 9, 2010. Seventeen percent (17%) of the options vest on July 9, 2011. Seventeen percent (17%) of the options vest on July 9, 2012. The remaining sixteen percent (16%) of the options vest on July 9, 2013.

(6) The initial exercise price of the options is \$24.00 per share and will accrete at the rate of ten percent (10%) per year (whether vested or unvested) from and after the first anniversary of the effective date of July 9, 2008 through the fifth anniversary of the effective date.

(7) The options vest in 20% increments on each of the first, second, third, fourth and fifth anniversaries of March 29, 2007.

(8) The options vest on different increments on each of the first five anniversaries of March 29, 2007. Twenty-five percent (25%) of the options vest on March 29, 2008. Twenty-five percent (25%) of the options vest on March 29, 2009. Seventeen percent (17%) of the options vest on March 29, 2010. Seventeen percent (17%) of the options vest on March 29, 2011. The remaining sixteen percent (16%) of the options vest on March 29, 2012.

(9) The initial exercise price of the option is \$39.49 per share and will accrete at the rate of ten percent (10%) per year (whether vested or unvested) from and after the first anniversary of the effective date of March 29, 2007 through the fifth anniversary of the effective 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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