

HEALTH MANAGEMENT ASSOCIATES INC
 Form 4
 February 22, 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 *
 PARRY TIMOTHY R

2. Issuer Name and Ticker or Trading Symbol
 HEALTH MANAGEMENT ASSOCIATES INC [HMA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. V.P., Gen. Counsel & Secy.

(Last) (First) (Middle)
 HEALTH MANAGEMENT ASSOCIATES, INC., 5811 PELICAN BAY BOULEVARD, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2007

(Street)
 NAPLES, FL 34108

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) Price | | |
| Class A Common Stock, \$.01 par value | 02/20/2007 | | D ⁽¹⁾ | | 7,500 ⁽¹⁾ \$ 0 115,559 | D | |
| Class A Common Stock, \$.01 par value | | | | | 2,767 | I | 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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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 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 (Right to Buy) | \$ 12.72 | | | | | 05/12/2000 | 05/11/2007 | Class A Common Stock, \$0.01 par value | 2,675 (2) |
| Stock Option (Right to Buy) | \$ 21.625 | | | | | 05/19/2002 | 05/18/2008 | Class A Common Stock, \$0.01 par value | 37,500 (2) |
| Stock Option (Right to Buy) | \$ 16.6 | | | | | 05/15/2005 | 05/14/2011 | Class A Common Stock, \$0.01 par value | 85,500 (2) |
| Stock Option (Right to Buy) | \$ 19.95 | | | | | 05/21/2006 | 05/20/2012 | Class A Common Stock, \$0.01 par value | 30,000 (2) |
| Stock Option (Right to Buy) | \$ 18.56 | | | | | (3) | 05/19/2013 | Class A Common Stock, \$0.01 par value | 30,000 (3) |
| Stock Option | \$ 22.77 | | | | | (4) | 05/17/2014 | Class A Common | 40,000 (4) |

| | | | | | | | | | |
|------------------------|------|------------|--|---|----------------------|------------|--|--|----------------------|
| (Right to Buy) | | | | | | | Stock, \$0.01 par value | | |
| Contingent Stock Award | \$ 0 | | | | 12/03/2007 | 12/03/2007 | Class A Common Stock, \$0.01 par value | 9,224 ⁽⁵⁾ | |
| Contingent Stock Award | \$ 0 | | | | 12/08/2008 | 12/08/2008 | Class A Common Stock, \$0.01 par value | 11,542 ⁽⁵⁾ | |
| Contingent Stock Award | \$ 0 | | | | 12/07/2009 | 12/07/2009 | Class A Common Stock, \$0.01 par value | 6,050 ⁽⁵⁾ | |
| Contingent Stock Award | \$ 0 | 02/20/2007 | | A | 9,351 ⁽⁶⁾ | 02/20/2011 | 02/20/2011 | Class A Common Stock, \$0.01 par value | 9,351 ⁽⁶⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| PARRY TIMOTHY R HEALTH MANAGEMENT ASSOCIATES, INC. 5811 PELICAN BAY BOULEVARD, SUITE 500 NAPLES, FL 34108 | | | | Sr. V.P., Gen. Counsel & Secy. |

Signatures

/s/ Gary S. Bryant, Attorney-in-fact for Timothy R. Parry

02/22/2007

**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 vesting conditions for the first one-fourth of Mr. Parry's 30,000 share restricted stock award (which award was previously reported)
- (1) were not met, and accordingly, 7,500 of such shares (representing 25% of the total shares subject to the award) have been forfeited and will not carry over to any subsequent vesting period.
 - (2) This employee stock option was previously reported by Mr. Parry.
 - (3)

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This employee stock option was previously reported by Mr. Parry. Mr. Parry can exercise this option as follows: 7,500 shares on 5/20/04, 7,500 shares on 5/20/05, 7,500 shares on 5/20/06, and 7,500 shares on 5/20/07.

- (4) This employee stock option was previously reported by Mr. Parry. Mr. Parry can exercise this option as follows: 10,000 shares on 5/18/05, 10,000 shares on 5/18/06, 10,000 shares on 5/18/07, and 10,000 shares on 5/18/08.
- (5) This contingent stock incentive award under the Issuer's 1996 Executive Incentive Compensation Plan was previously reported by Mr. Parry.
- (6) This contingent stock incentive award was awarded under the Issuer's 1996 Executive Incentive Compensation Plan in a transaction exempt under Rule 16b-3.

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.