

MAGELLAN HEALTH INC
 Form 4
 March 09, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Rubin Jonathan N

2. Issuer Name and Ticker or Trading Symbol
 MAGELLAN HEALTH INC
 [MGLN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)
 4800 SCOTTSDALE RD, SUITE 4400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2015

SCOTTSDALE, AZ 85251

(City) (State) (Zip)

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

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Common Stock, \$0.01 par value	03/05/2015		M ⁽¹⁾	2,063	A	\$ 0 (2)	18,445	D
Ordinary Common Stock, \$0.01 par value	03/05/2015		M ⁽³⁾	1,903	A	\$ 0 (2)	20,348	D
	03/05/2015		M ⁽⁴⁾	1,729	A		22,077	D

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Ordinary Common Stock, \$0.01 par value						\$ 0 <u>(2)</u>	
Ordinary Common Stock, \$0.01 par value	03/05/2015		F ⁽⁵⁾	1,956	D	<u>(6)</u>	20,121 D

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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(2)</u>	03/05/2015		M ⁽¹⁾	2,063	03/05/2015 <u>(2)</u>	Common Stock	2,063
Restricted Stock Units	\$ 0 <u>(2)</u>	03/05/2015		M ⁽³⁾	1,903	03/05/2015 <u>(2)</u>	Common Stock	1,903
Restricted Stock	\$ 0 <u>(2)</u>	03/05/2015		M ⁽⁴⁾	1,729	03/05/2015 <u>(2)</u>	Common Stock	1,729

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Financial Officer

Rubin Jonathan N
4800 SCOTTSDALE RD, SUITE 4400
SCOTTSDALE, AZ 85251

Signatures

/s/ Jonathan N.
Rubin

03/09/2015

**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) This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 5, 2012. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock.
- (2) Not applicable.
- (3) This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 5, 2013. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock.
- (4) This transaction was effectuated by a one-third vesting of the Restricted Stock Unit Award granted on March 5, 2014. Each Restricted Stock Unit represents a contingent right to receive one share of Magellan common stock.
- (5) Represents the portion of shares withheld by the Company in order to pay taxes.
- (6) Closing price on NASDAQ on March 5, 2015.

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.