

HILDEBRAND PHILLIP JOHN
 Form 4
 September 23, 2009

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 *
HILDEBRAND PHILLIP JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2009

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

Chief Executive Officer

(Street)

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

NORTH RICHLAND HILLS, TX 76180

(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 or Price		
Class A-1 Common Stock	09/21/2009		A		506,650 (1)	A	\$ 19.37 595,564
Class A-1 Common Stock	09/21/2009		A		25,862 (2)	A	\$ 19.37 621,426

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 0	09/21/2009		D	82,500 (3)	06/05/2009	06/05/2018	Class A-1 Common Stock
Stock Option	\$ 34.8	09/21/2009		D	412,500 (3)	06/03/2009	06/05/2018	Class A-1 Common Stock
Stock Option	\$ 19.37	09/21/2009		A	506,650 (4)	09/21/2009 ⁽⁴⁾	09/21/2019	Class A-1 Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILDEBRAND PHILLIP JOHN 9151 BOULEVARD 26 NORTH RICHLAND HILLS, TX 76180	X		Chief Executive Officer	

Signatures

Phillip J. Hildebrand By: /s/ Peggy G. Simpson,
POA 09/23/2009

__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) Effective September 21, 2009, the Executive Committee of the Issuer's Board of Directors approved the issuance to the reporting person of 506,650 restricted shares of Class A-1 Common Stock. The equity award will generally be void if the Company does not obtain shareholder approval of the grant by the earlier of a change of control of the Company or December 31, 2009. Subject to the achievement of certain performance goals by September 8, 2010, the restricted shares will vest in quarterly installments, through June 4, 2014, subject to the reporting person's continued employment through the applicable vesting date (subject to earlier vesting in the case of certain qualifying termination).
- (2) Effective September 21, 2009, the Executive Compensation Committee of the Issuer's Board of Directors approved the issuance to the reporting person of 25,862 special restricted shares of Class A-1 Common Stock. The equity award will generally be void if the Company does not obtain shareholder approval of the grant by the earlier of a change of control of the Company or December 31, 2009. The restricted shares will immediately vest as to one-third (1/3) of the shares subject to grant, and, subject to the achievement of certain

Edgar Filing: HILDEBRAND PHILLIP JOHN - Form 4

performance goals by September 8, 2010, will otherwise be subject to quarterly vesting through June 4, 2012, subject to the reporting person's continued employment through the applicable vesting date (subject to earlier vesting in the case of certain qualifying termination).

- (3) Effective September 21, 2009, the Executive Compensation Committee of the Issuer's Board of Directors approved the Company's entry into a revised management employment agreement with the reporting person. Pursuant to the terms of the new employment agreement, the reporting person agreed to forfeit the stock options previously granted by the Company.

- (4) The options become exercisable in quarterly installments determined based on 30% of the Options vesting by the first anniversary of June 4, 2009 (such that 7.5% of the Option shall vest quarterly up through such first anniversary), an additional 20% vesting by each of the second, third and fourth anniversaries of June 4, 2009 (such that 5% of the Option shall vest quarterly after such first anniversary) and the remaining 10% vesting by the fifth anniversary of June 4, 2009 (such that 2.5% of the Option shall vest quarterly after such fourth anniversary), in each case, subject to Optionee's remaining in the continuous employ of the Company or any Subsidiary through the applicable vesting date (subject to earlier vesting in the case of certain qualifying terminations).

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.