

MAGELLAN HEALTH INC

Form 4

March 06, 2015

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 *
Srivastava Sanjeev K

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2015

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
CEO, Magellan Healthcare

(Street)

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

SCOTTSDALE, AZ 85251

(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)
				(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 Security	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title Underlying
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(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, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)
Stock Options (right to buy)	\$ 63.95	03/04/2015	A	69,399	(1)	03/04/2025				Com St
Performance-Based Restricted Stock Units	\$ 0	03/04/2015	A	4,118	03/04/2018(3)(4)	(3)(4)				Com St

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Srivastava Sanjeev K 4800 SCOTTSDALE RD, SUITE 4400 SCOTTSDALE, AZ 85251	CEO, Magellan Healthcare

Signatures

/s/ Sanjeev K. 03/06/2015
Srivastava

**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) Options vest and become exercisable in one third increments on March 4th of each of 2016, 2017 and 2018.

(2) Not applicable.

(3) On the third anniversary of the grant date, Performance-Based Restricted Stock Units ("PSUs") vest based on achievement of total shareholder return ("TSR") performance over a three-year period beginning in 2015 and ending with 2017. Payout for vested PSUs ranges from 0% to 200% of the indicated number of shares, based on the Company's TSR percentile ranking compared to the TSR of the companies included in the selected market index. TSR is measured generally as the increase or decrease in the market value of the Company common stock with a deemed reinvestment of any dividends. If a participant terminates employment prior to the third anniversary of the grant date, the PSUs generally will be forfeited. PSUs have no voting rights and are generally non-transferable.

(4) (Continuation of Footnote 3) - The indicated number of PSUs assumes 100% vesting, and the actual number of shares issued in settlement of the PSUs may be greater or less than the indicated number. Since the payout for PSUs can range from 0% to 200%, the maximum number of shares that could vest and be issued could be double the indicated number.

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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