

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-03-01**
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ISSUER

HEALTHSTREAM INC

CIK: [1095565](#) | IRS No.: [621443555](#) | State of Incorporation: **TN** | Fiscal Year End: **1231**
SIC: **7370** Computer programming, data processing, etc.

Mailing Address

209 10TH AVE SOUTH STE
450
NASHVILLE TN 37203

Business Address

209 10TH AVE SOUTH STE
450
NASHVILLE TN 37203
6153013100

REPORTING OWNER

STEAD WILLIAM

CIK: [1217355](#) | State of Incorporation: **TN** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: [000-27701](#) | Film No.: [13662106](#)
SIC: **7389** Business services, nec

Mailing Address

2209 GARLAND AVE
RM 416
NASHVILLE TN 37232 8340

Business Address

209 10TH AVE SOUTH STE
450
NASHVILLE TN 37203
6153013100

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person STEAD WILLIAM			2. Issuer Name and Ticker or Trading Symbol HEALTHSTREAM INC [HSTM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013					
211 WILSONIA DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
NASHVILLE, TN 37205								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2013		<u>M</u>		5,000	A	\$1.54	23,700	D	
Common Stock	03/01/2013		<u>M</u>		5,000	A	\$2.17	28,700	D	
Common Stock	03/01/2013		<u>M</u>		5,000	A	\$2.88	33,700	D	
Common Stock	03/01/2013		<u>M</u>		5,000	A	\$3.36	38,700	D	
Common Stock	03/01/2013		<u>M</u>		6,000	A	\$3.53	44,700	D	
Common Stock	03/01/2013		<u>M</u>		6,000	A	\$2.99	50,700	D	
Common Stock	03/01/2013		<u>M</u>		10,000	A	\$2.45	60,700	D	
Common Stock	03/01/2013		<u>M</u>		10,000	A	\$4.66	70,700	D	
Common Stock	03/01/2013		<u>S</u>		52,000	D	\$21.8138 ⁽¹⁾	18,700	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

										Number of Shares				
Employee Stock Option (right to buy)	\$1.54	03/01/2013		<u>M</u>			5,000	05/30/2003	05/30/2013	Common Stock	5,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$2.17	03/01/2013		<u>M</u>			5,000	05/27/2004	05/27/2014	Common Stock	5,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$2.88	03/01/2013		<u>M</u>			5,000	05/26/2005	05/26/2015	Common Stock	5,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$3.36	03/01/2013		<u>M</u>			5,000	05/25/2006	05/25/2016	Common Stock	5,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$3.53	03/01/2013		<u>M</u>			6,000	05/24/2007	05/24/2017	Common Stock	6,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$2.99	03/01/2013		<u>M</u>			6,000	05/29/2008	05/29/2018	Common Stock	6,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$2.45	03/01/2013		<u>M</u>			5,000	05/28/2010	05/28/2017	Common Stock	5,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$2.45	03/01/2013		<u>M</u>			5,000	05/28/2011	05/28/2017	Common Stock	5,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$4.66	03/01/2013		<u>M</u>			5,000	06/28/2011	06/28/2018	Common Stock	5,000	\$ 0	0	D
Employee Stock Option (right to buy)	\$4.66	03/01/2013		<u>M</u>			5,000	06/28/2012	06/28/2018	Common Stock	5,000	\$ 0	0	D

Explanation of Responses:

- This transaction was executed in multiple trades at prices ranging from \$21.56 to \$22.05. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

Signatures

William Stead

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.