

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2006-08-03** | Period of Report: **2006-06-06**

SEC Accession No. **0001181431-06-045576**

([HTML Version](#) on secdatabase.com)

ISSUER

HEALTHEXTRAS INC

CIK: **1090403** | IRS No.: **522181356** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6411** INSURANCE AGENTS, BROKERS & SERVICE

Mailing Address

800 KING FARM BOULEVARD
ROCKVILLE MD 20850

Business Address

800 KING FARM BOULEVARD
ROCKVILLE MD 20850
3015482900

REPORTING OWNER

EPSTEIN STEVEN B

CIK: **1276619**
Type: **4/A** | Act: **34** | File No.: **000-31014** | Film No.: **061002272**

Business Address

2273 RESEARCH BLVD
2ND FLOOR
ROCKVILLE MD 20850
3015482900

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 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

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 EPSTEIN STEVEN B			2. Issuer Name and Ticker or Trading Symbol HEALTHEXTRAS INC [HLEX]			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) 06/06/2006					
800 KING FARM BOULEVARD, 4TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year) 06/08/2006			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) ROCKVILLE, MD 20850								
(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 ⁽¹⁾	06/06/2006		A		2,000	A	(1)	2,000	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Award of restricted shares of common stock pursuant to the HealthExtras, Inc. 2006 Stock Incentive Plan, effective on the day following the date on which the shares under the Plan were registered with the U.S. Securities & Exchange Commission through the filing of a Form S-8. The shares vest in two equal installments, with the first installment vesting one year after the effective date and the second vesting on May 31, 2008.
- The reporting person is amending the Form 4 originally filed to report this award of restricted shares of common stock. The purpose of the amendment is to reflect the grant as an acquisition in item 4 of Table I, rather than a disposition as originally reported.

Signatures

Thomas M. Farah for Steven B. Epstein by Power of Attorney

08/03/2006

** Signature of Reporting Person

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.