

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-17**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

POTE MICHAEL

CIK: **1121560** | State of Incorporation: **DE** | Fiscal Year End: **0331**
Type: **4** | Act: **34** | File No.: **000-27701** | Film No.: **04814958**
SIC: **7372** Prepackaged software

Mailing Address
8181 LONDONBERRY RD
STE 1000
NASHVILLE TN 37223

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

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 POTE MICHAEL			2. Issuer Name and Ticker or Trading Symbol HEALTHSTREAM INC [HSTM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. Vice-President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2004			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		
209 10TH AVE. SOUTH, SUITE 450			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) NASHVILLE, TN 37203								
(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	05/17/2004		M		1,300	A	\$1.1	25,307	D	
Common Stock	05/17/2004		S		1,300	D	\$2.2	24,007	D	
Common Stock ⁽¹⁾								48,510	I	By Borneo Partners
Common Stock								3,300	I	By Spouse and children

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					
Employee Stock Option (right to buy)	\$2.3							08/22/2000	06/25/2005	Common Stock		23,957	D	

Employee Stock Option (right to buy)	\$4.06							09/02/2000	09/02/2007	Common Stock	20,812		20,812	D	
Employee Stock Option (right to buy)	\$4.06							09/02/2001	09/02/2007	Common Stock	20,812		20,812	D	
Employee Stock Option (right to buy)	\$4.06							09/02/2002	09/02/2007	Common Stock	20,812		20,812	D	
Employee Stock Option (right to buy)	\$4.06							09/02/2003	09/02/2007	Common Stock	20,812		20,812	D	
Employee Stock Option (right to buy)	\$2.125							10/17/2001	10/17/2008	Common Stock	7,000		7,000	D	
Employee Stock Option (right to buy)	\$2.125							10/17/2002	10/17/2008	Common Stock	7,000		7,000	D	
Employee Stock Option (right to buy)	\$2.125							10/17/2003	10/17/2008	Common Stock	7,000		7,000	D	
Employee Stock Option (right to buy)	\$2.125							10/17/2004	10/17/2008	Common Stock	7,000		7,000	D	
Employee Stock Option (right to buy)	\$1.1							09/17/2001	09/17/2009	Common Stock	21,000		21,000	D	
Employee Stock Option (right to buy)	\$1.1							09/17/2002	09/17/2009	Common Stock	25,000		25,000	D	
Employee Stock Option (right to buy)	\$1.1							09/17/2003	09/17/2009	Common Stock	25,000		25,000	D	
Employee Stock Option (right to buy)	\$1.1							09/17/2004	09/17/2009	Common Stock	25,000		25,000	D	
Employee Stock	\$1.315							04/16/2006	04/16/2011	Common Stock	12,500		12,500	D	

Option (right to buy)															
Employee Stock Option (right to buy)	\$1.315						04/16/2005	04/16/2011	Common Stock	12,500		12,500	D		
Employee Stock Option (right to buy)	\$1.315						04/16/2007	04/16/2011	Common Stock	12,500		12,500	D		
Employee Stock Option (right to buy)	\$1.1	05/17/2004		<u>M</u>		1,300	09/17/2001	09/17/2009	Common Stock	1,300	\$1.1	19,700	D		

Explanation of Responses:

- The reporting person is administrator of the partnership that owns the reported securities. Mr. Pote disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in those shares.

Signatures

Michael T. Pote

** Signature of Reporting Person

05/18/2004

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.