

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2002-12-31**

SEC Accession No. **0001054833-03-000018**

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

SUBJECT COMPANY

COVENTRY HEALTH CARE INC

CIK: **1054833** | IRS No.: **522073000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **001-16477** | Film No.: **03547762**
SIC: **6324** Hospital & medical service plans

Mailing Address

6705 ROCKLEDGE DR SUITE
100
STE 250
BETHESDA MD 20817

Business Address

6705 ROCKLEDGE DR STE
900
BETHESDA MD 20817
3015810600

REPORTING OWNER

COVENTRY HEALTH CARE INC

CIK: **1054833** | IRS No.: **522073000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5**
SIC: **6324** Hospital & medical service plans

Mailing Address

6705 ROCKLEDGE DR SUITE
100
STE 250
BETHESDA MD 20817

Business Address

6705 ROCKLEDGE DR STE
900
BETHESDA MD 20817
3015810600

 OMB APPROVAL

 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden
 hours per response.....1.0

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

FORM 5

ANNUAL 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

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

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

McGarry, James E.

 (Last) (First) (Middle)

6705 Rockledge Drive, Suite 900

 (Street)

Bethesda, MD 20817

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Coventry Health Care, Inc. (CVH)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

12/31/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

7. Individual or Joint/Group Filing
 (check applicable line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

=====
 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
 =====

<TABLE>

<CAPTION>

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr.4)
				Amount	(A) or (D)	Price			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
Common Stock	12/31/02		J	297 (1)	A		4,671	I By Managed Acct	
Common Stock Restricted							40,000	D	

</TABLE>

* If the form is filed by more than one reporting person, see instruction 4 (b) (v).

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares Title	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Non-Qualified Stock Option (right to buy)	\$ 6.6880					12/20/09	Common Stock	40,000	40,000	D	
Non-Qualified Stock Option (right to buy)	\$ 7.1880					07/31/08	Common Stock	60,000	60,000	D	
Non-Qualified Stock Option (right to buy)	\$10.5000					07/01/09	Common Stock	50,000	50,000	D	

</TABLE>

Explanation of Responses: (1) Shares acquired in Coventry Health Care, Inc.'s 401(k) Plan during 2002.

/s/ James E. McGarry

2/10/03

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.