HARRIS C MARTIN

Form 4 March 19, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287 January 31,

2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * HARRIS C MARTIN			Issuer Name and Ticker or Trading Symbol			5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer			
			HEALTHSTREAM INC [HSTM]				(Ch	(Check all applicable)		
(Last)	(First)	Middle)	3. Date of	Earliest Tra	ansaction					
			(Month/Da	ay/Year)			_X_ Director		6 Owner	
209 10TH AVE. SOUTH, SUITE			03/18/2013				Officer (gi		er (specify	
450							below)	below)		
(Street)			4. If Amendment, Date Original				6. Individual or	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
N C	E EN 25202							y More than One R		
NASHVILL	E, TN 37203						Person	,		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Da	e 2A. Dee	emed	3.	4. Securit	ties	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year	Execution	on Date, if	Transactio	onAcquired	(A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed	of (D)	Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s)			
				Code V	Amount	(D) Pri	(Instr. 3 and 4)			
Common							0	D		

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

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

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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. Transacti Code (Instr. 8)	5. Number some Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date (Month/Day/Year) uired or posed of tr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	03/18/2013		A	3,000	(2)	(3)	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
rg	Director	10% Owner	Officer	Other		
HARRIS C MARTIN 209 10TH AVE. SOUTH SUITE 450 NASHVILLE, TN 37203	X					

Signatures

C. Martin Harris 03/19/2013

**Signature of 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) Each restricted stock unit (RSU) represents the contingent right to receive one share of common stock upon vesting of the unit.
- (2) The RSU's are subject to a three year vesting schedule, contingent upon continued service at the time of vesting. The RSU's vest annually beginning March 18, 2014 in three equal installments.
- (3) Not applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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