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COMMUNITY HEALTH SYSTEMS INC

Form 4 March 02, 2017

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

Expires:

Form 5 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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McClellan III John W			2. Issuer Name and Ticker or Trading Symbol COMMUNITY HEALTH SYSTEMS INC [CYH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
(Last) (First) (Middle) 4000 MERIDIAN BOULEVARD		, ,	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2017	Director 10% Owner _X Officer (give title Other (specify below) Division President	
FRANKLIN,	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned	

	1 abic	e I - Non-D	erivative S	ecuri	nes Acq	uirea, Disposea o	i, or belieficial	iy Owned
2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed	of (D)	Securities	Form: Direct	Indirect
	any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(A)		Reported		
						Transaction(s)		
		Code V	Amount	(D)	Price	(Instr. 3 and 4)		
02/01/2017			20,000		Φ.Ω	42.000	Ъ	
03/01/2017		A	<u>(1)</u>	Α	\$0	43,228	D	
03/01/2017		F	1,986	D	\$	41,242	D	
	(Month/Day/Year) 03/01/2017	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) 03/01/2017	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code V 03/01/2017 A	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 3, 4) Code V Amount 20,000 (1)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5 (Instr. 8) Code (Instr. 3, 4 and 5 (Instr. 8) (A) or Code V Amount (D) A (1) Amount (D) A (1) Amount (D)	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) Code V Amount (D) Price A 20,000 A \$ 0	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) (A) Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price A 20,000 A \$ 0 43,228	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Transaction(A) or Disposed of (D) Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Code V Amount (D) Price (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	ecu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Performance Based Restricted	\$ 0	03/01/2017		A	20,000	03/01/2020(2)	02/28/2027	Common Stock	20
Stock Options (Right to Buy)	\$ 21.69					05/19/2010	05/18/2019	Common Stock	1
Stock Options (Right to Buy)	\$ 30.32					02/24/2011	02/23/2020	Common Stock	1
Stock Options (Right to Buy)	\$ 34.38					02/23/2012	02/22/2021	Common Stock	1
Stock Options (Right to Buy)	\$ 17.49					02/16/2013	02/15/2022	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
McClellan III John W 4000 MERIDIAN BOULEVARD FRANKLIN, TN 37067			Division President				

Signatures

Christopher G. Cobb, Attorney in Fact for John W
McClellan III

03/02/2017

**Signature of Reporting Person Date

Reporting Owners 2

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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) The time-vesting restrictions on this award of restricted stock will lapse in 1/3 increments on the first, second and third anniversary of the date of grant.
 - The vesting of 80% of these performance-based restricted shares is subject to the attainment of a pre-determined level of Cumulative Same-Store Adjusted EBITDA Growth between January 1, 2017 and December 31, 2019 (the "Performance Period"). The vesting of the remaining 20% of these performance-based restricted shares is subject to the attainment of a pre-determined level of Cumulative Adjusted
- (2) EPS for the Performance Period. The target number (100%) of the total performance-based restricted shares is reported in the table set forth above. Between 0% and 200% of the target number of performance-based restricted shares subject to the attainment of the Cumulative Same-Store Adjusted EBITDA Growth and Cumulative Adjusted EPS criteria, as applicable, will ultimately vest on the third anniversary of the date of grant, with the vesting percentage to be determined based upon achievement with respect to the applicable criteria during the Performance Period.

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.