

COMMUNITY HEALTH SYSTEMS INC

Form 4

March 03, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH WAYNE T

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

FRANKLIN, TN 37067

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 02/27/2014 | | M | 125,000 | A \$ 0 | 802,454 | D |
| Common Stock | 02/27/2014 | | F | 17,479 | D \$ 42.25 | 784,975 | D |
| Common Stock | | | | | | 169,388 | I |
| | | | | | | | by 2009 WTS Irrevocable Trust Dated 2/27/09 |
| Common Stock | | | | | | 481,721 | I |
| | | | | | | | WAC LLC |

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| | | | |
|-----------------|--------|---|-----------|
| Common Stock | 69,830 | I | 2012 GRAT |
|-----------------|--------|---|-----------|

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

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(9-02)

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 Underlying (Instr. 3) | | | |
|---|--|---|---|--------------------------------------|---|--|--------------------------------------|---------------------------|--------------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Based Restricted | \$ 0 | 02/27/2014 | | M ⁽¹⁾ | | | 125,000 | 02/27/2014 | 02/26/2023 | Common Stock |
| Performance Based Restricted | \$ 0 | 03/01/2014 | | A | | 150,000 | | 03/01/2015 ⁽²⁾ | 02/29/2024 | Common Stock |
| Performance Based Restricted | \$ 0 | 03/01/2014 | | A | | 300,000 | | 03/01/2015 ⁽³⁾ | 02/29/2024 | Common Stock |
| Stock Options (Right to Buy) | \$ 37.21 | | | | | | | 02/28/2008 | 02/27/2015 | Common Stock |
| Stock Options (Right to Buy) | \$ 40.41 | | | | | | | 07/25/2008 | 07/24/2015 | Common Stock |
| Stock Options (Right to Buy) | \$ 32.28 | | | | | | | 02/27/2009 | 02/26/2018 | Common Stock |
| Stock Options (Right to Buy) | \$ 18.18 | | | | | | | 02/25/2010 | 02/24/2019 | Common Stock |
| Stock Options | \$ 33.9 | | | | | | | 02/24/2011 | 02/23/2020 | Common Stock |

(Right to
Buy)

Stock

Options
(Right to
Buy)

\$ 37.96

02/23/2012

02/22/2021

Comm
Stoc

Stock

Options
(Right to
Buy)

\$ 21.07

02/16/2013

02/15/2022

Comm
Stoc

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH WAYNE T 4000 MERIDIAN BOULEVARD FRANKLIN, TN 37067 | X | | Chairman & CEO | |

Signatures

Christopher G. Cobb, Attorney in Fact for Wayne T.
Smith

03/03/2014

**Signature of Reporting 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).

The performance objectives governing these shares of Performance Based Restricted Stock have been met, and, accordingly, these shares

(1) will now be reported in Table 1 as directly owned shares of Restricted Stock. The restrictions lapse in 1/3 increments on the first, second and third anniversary of the date of grant.

Each performance based restricted share represents a contingent right to receive one share of CYH common stock. There are two elements to the lapsing of the restriction; first, the Company must achieve specified targeted amount of earnings per share from

(2) continuing operations, or net revenue from continuing operations, and if the performance objective is met, the vesting restrictions will lapse in 1/3 increments on the first, second and third anniversary of the date of grant. If the objectives are not met, the shares will be forfeited.

Each performance based restricted share represents a contingent right to receive one share of CYH common stock. The lapsing of the

(3) restrictions is dependent on the Company meeting certain cost savings ("synergies") from the Health Management Associates, Inc. merger transaction. The performance target may be met in part in the first year or in whole or in part over the first two years. There is also a time vesting element to the maximum targets of the award. If the objectives are not met, the shares will be forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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