

Gibbs Samuel C III
 Form 3
 April 01, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|--|---|---|--|---|
| 1. Name and Address of Reporting Person * Gibbs Samuel C III (Last) (First) (Middle) C/O EHEALTH, INC., 440 EAST MIDDLEFIELD RD (Street) MOUNTAIN VIEW, CA 94043 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/23/2011 | 3. Issuer Name and Ticker or Trading Symbol eHealth, Inc. [EHTH] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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 |
|---|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 6,000 | I ⁽¹⁾ | By Trust |
| Common Stock | 4,585 ⁽²⁾ | D | ^ |
| Common Stock | 1,285 ⁽³⁾ | D | ^ |

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

SEC 1473 (7-02)

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Employee Stock Option (right to buy) | Â (4) | 12/14/2015 | Common Stock | 3,220 | \$ 8.8 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 12/14/2015 | Common Stock | 10,947 | \$ 8.8 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 03/18/2015 | Common Stock | 10,625 | \$ 21.16 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 03/16/2017 | Common Stock | 5,300 | \$ 18.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gibbs Samuel C III C/O EHEALTH, INC. 440 EAST MIDDLEFIELD RD MOUNTAIN VIEW, CA 94043 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Jennifer Thompson, as attorney-in-fact for Samuel C. Gibbs III 04/01/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares are held by Samuel C Gibbs & Cynthia B Gibbs, TTEEs u/a DTD 4/27/1995 Gibbs Revocable Trust.
- (2) This represents an award of restricted stock units. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. The restricted stock units vest in four equal annual installments beginning February 13, 2008.

This represents an award of restricted stock units. Each unit represents a contingent right to receive one share of the Issuer's common stock upon vesting. The restricted stock units vest in four equal annual installments from the vesting commencement date of February 16, 2010.
- (3) Immediately exercisable for all option shares. The option shares became fully vested on 12/14/2010.
- (4) The option shares become vested as to 25% of the shares one year after February 13, 2008 and 1/48th of the shares upon each month of continuous service thereafter.
- (5) The option shares become vested as to 25% of the shares one year after February 16, 2010 and 1/48th of the shares upon each month of continuous service thereafter.
- (6)

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.