HIGBY LAWRENCE M

Form 4 June 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

| 1. Name and Ad HIGBY LAV | Symbol | 2. Issuer Name and Ticker or Trading Symbol eHealth, Inc. [EHTH] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
|---|------------------------------------|--|--|--------|--------|--|---|---------------------------|-------------------------|--|--|
| <i>(</i> T) | (F' 1) (M | | | | | | | (Check all applicable) | | | |
| (Last) | (First) (M | , | 3. Date of Earliest Transaction (Month/Day/Year) | | | | X Director | 100 | 6 Owner | | |
| C/O EHEAL MIDDLEFIE | TH, INC., 440 EA | | (Month/Day/Year) 06/14/2011 | | | | Officer (give below) | | er (specify | | |
| | (Street) | 4. If Ame | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | Filed(Mon | Filed(Month/Day/Year) | | | | Applicable Line) | | | | |
| MOUNTAIN | N VIEW, CA 940 | 43 | | | | | _X_ 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 | tle of 2. Transaction Date 2A. Dec | | med 3. 4. Securities Acquire | | | quired | 5. Amount of | 6. Ownership Form: Direct | 7. Nature of | | |
| Security | Execution Date, if | , , , , | | | of | Securities | Indirect | | | | |
| (Instr. 3) any (Month) | | any (Month/Day/Year) | Code (Instr. 8) | \ / | | 5) | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership | | |
| | | (Internal Busy 1 cur) | (inst. 5) (inst. 5, 1 and 5) | | | , | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | | (A) or | | Reported Transaction(s) (Instr. 3 and 4) | | | | |
| | | | Code V | Amount | (D) | Price | (Ilisti. 3 and 4) | | | | |
| Common Stock | 06/14/2011 | | A(1) | 11,537 | A | \$0 | 16,162 | D | | | |

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.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|-----------------|-------------|-----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration Date | | Amou | int of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title Num | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HIGBY LAWRENCE M C/O EHEALTH, INC. 440 EAST MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043



Signatures

/s/ Jennifer Cashio, as attorney-in-fact for Lawrence M. Higby

06/16/2011

**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).

This represents an automatic annual award of restricted stock units. Each unit represents a contingent right to receive one share of the (1) Issuer's common stock upon vesting. Subject to the director's continuous service with the Issuer, the restricted stock units will become 100% vested on the day prior to the Issuer's annual stockholder meeting approximately one year following the date of grant.

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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