

SCHOOR ASHER MOSHE

Form 4

June 28, 2006

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

OMB APPROVAL

OMB Number: 3235-0287

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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

(Print or Type Responses)

 1. Name and Address of Reporting Person *
SCHOOR ASHER MOSHE

 2. Issuer Name and Ticker or Trading Symbol
HealthMarkets, Inc. [N/A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

9151 BOULEVARD 26

 3. Date of Earliest Transaction
 (Month/Day/Year)
06/26/2006

 _____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)

Senior Vice President

(Street)

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

**NORTH RICHLAND
 HILLS, TX 76180**

 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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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 SEC 1474
 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	<u>(1)</u>	06/26/2006	D		8,666		05/22/2007 <u>(2)</u>	05/22/2016	Class A-1 Common Stock	8,666
Stock Option	\$ 37	06/26/2006	D		8,667		05/22/2007 <u>(4)</u>	05/22/2016	Class A-1 Common Stock	8,667
Stock Option	<u>(5)</u>	06/26/2006	A		8,666		06/26/2007 <u>(6)</u>	06/26/2016	Class A-1 Common Stock	8,666
Stock Option	\$ 37	06/26/2006	A		8,667		06/26/2007 <u>(7)</u>	06/26/2016	Class A-1 Common Stock	8,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOOR ASHER MOSHE 9151 BOULEVARD 26 NORTH RICHLAND HILLS, TX 76180			Senior Vice President	

Signatures

Asher Schoor by Peggy G. Simpson,
POA 06/28/2006

 **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).

(1) The initial price of the option is \$37.00. The exercise price of the option will accrete by 10% per year, starting May 22, 2008. If the optionee exercises the option prior to May 22, 2008, the exercise price will be \$37.00. If the optionee exercises the option on or after May 22, 2008 but prior to May 22, 2009, the exercise price will be \$40.70. If the optionee exercises the option on or after May 22, 2009 but prior to May 22, 2010, the exercise price will be \$44.77. If the optionee exercises the option on or after May 22, 2010 but prior to May 22, 2011, the exercise price will be \$49.25. If the optionee exercises the option on or after May 22, 2011, the exercise price will be \$54.17.

(2) The option vests in different increments on each of the first five anniversaries of May 22, 2006. Twenty-five percent of the option vests on May 22, 2007. Twenty-five percent of the option vests on May 22, 2008. Seventeen percent of the option vests on May 22, 2009. Seventeen percent of the option vests on May 22, 2010. The remaining 16% of the option vests on May 22, 2011.

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- (3) The reporting person agreed to the cancellation of an employee option granted to him on May 22, 2006 in exchange for a new employee option.
- (4) The options vest in 20% increments on each of the first, second, third, fourth and fifth anniversaries of May 22, 2006
- The initial exercise price of the option is \$37.00. The exercise price of the option will accrete by 10% per year, starting on June 26, 2008. If the optionee exercises the option prior to June 26, 2008, the exercise price will be \$37.00. If the optionee exercises the option on or after June 26, 2008 but prior to June 26, 2009, the exercise price will be \$40.70. If the optionee exercises the option on or after June 26, 2009 but prior to June 26, 2010, the exercise price will be \$44.77. If the optionee exercises the option on or after June 26, 2010 but prior to June 26, 2011, the exercise price will be \$49.25. If the optionee exercises the option on or after June 26, 2011, the exercise price will be \$54.17.
- (5)
- The options vest in different increments on each of the first five anniversaries of June 26, 2006. Twenty-five percent of the option vests on June 26, 2007. Twenty-five percent of the option vests on June 26, 2008. Seventeen percent of the option vests on June 26, 2009. Seventeen percent of the option vests on June 26, 2010. The remaining 16% of the option vests on June 26, 2011.
- (6)
- (7) The options vest in 20% increments on each of the first, second, third, fourth and fifth anniversaries of June 26, 2006

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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