

GREGOIRE DANIEL N
 Form 4
 July 25, 2017

FORM 4

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

OMB APPROVAL

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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 *
 GREGOIRE DANIEL N

2. Issuer Name and Ticker or Trading Symbol
 MAGELLAN HEALTH INC
 [MGLN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 55 NOD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/21/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 General Counsel and Secretary

AVON, CT 06001

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)
Ordinary Common Stock, \$0.01 par value	07/21/2017		X ⁽¹⁾	1,176 A	\$ 47.46 14,633	D	
Ordinary Common Stock, \$0.01 par value	07/21/2017		S ⁽¹⁾	1,176 D	\$ 80.0189 13,457	D	
Ordinary Common Stock	07/24/2017		X ⁽¹⁾	7,406 A	\$ 47.46 20,863	D	

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Stock,
\$0.01 par
value

Ordinary
Common

Stock, 07/24/2017 X⁽¹⁾ 24,992 A \$ 49.1 45,855 D
\$0.01 par
value

Ordinary
Common

Stock, 07/24/2017 S⁽¹⁾ 32,398 D \$ 80.1155 13,457 D
\$0.01 par
value ⁽³⁾

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 47.46	07/21/2017		X ⁽¹⁾	1,176	⁽⁴⁾ 03/05/2022	Common Stock	1,176
Stock Options (right to buy)	\$ 47.46	07/24/2017		X ⁽¹⁾	7,406	⁽⁴⁾ 03/05/2022	Common Stock	7,406
Stock Options (right to buy)	\$ 49.1	07/24/2017		X ⁽¹⁾	24,992	⁽⁴⁾ 03/03/2021	Common Stock	24,992

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREGOIRE DANIEL N 55 NOD ROAD AVON, CT 06001			General Counsel and Secretary	

Signatures

/s/ Daniel N.
Gregoire

07/25/2017

__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) This transaction was effectuated pursuant to a Rule 10b-5-1 Plan.
The number of securities reported represents an aggregate number of shares sold in multiple open market transactions at prices ranging from \$80.00 to \$80.25, inclusive. The price reported represents the weighted average price. The Reporting Person undertakes to provide staff of the SEC, the issuer, or a stockholder of the issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (2) The number of securities reported represents an aggregate number of shares sold in multiple open market transactions at prices ranging from \$80.00 to \$80.325, inclusive. The price reported represents the weighted average price. The Reporting Person undertakes to provide staff of the SEC, the issuer, or a stockholder of the issuer, upon request, the number of shares sold by the Reporting Person at each separate price within the range.
- (3) All of the stock options in this tranche have vested in full.
- (4) Not applicable.
- (5) Not applicable.

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.