

PEARSON J EDWARD  
Form 4  
March 19, 2009

**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 \*  
PEARSON J EDWARD

(Last) (First) (Middle)  
123 SECRETARIAT PLACE  
(Street)

HENDERSONVILLE, TN 37075  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HEALTHSTREAM INC [HSTM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/17/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

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

**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  |  |                                   |
| Common Stock                    | 03/17/2009                           | 03/17/2009   | P                              | 1,399 A   | \$ 1.99   | 34,400   | D                                 |

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)**

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Table with columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Derivative Security Owned Beneficially (Instr. 5), 11. Reporting Person's Relationship to Issuer (Instr. 4), 12. Date Reporting Person Acquired Relationship with Issuer (Instr. 4), 13. Amount of Derivative Securities Owned Beneficially (Instr. 5), 14. Date Derivative Securities Were Acquired (Instr. 5), 15. Date Derivative Securities Were Disposed of (Instr. 5), 16. Date Reporting Person's Relationship with Issuer Terminated (Instr. 4), 17. Reporting Person's Title (Instr. 4), 18. Date Reporting Person's Title Terminated (Instr. 4), 19. Reporting Person's Business Relationship with Issuer (Instr. 4), 20. Date Reporting Person's Business Relationship with Issuer Terminated (Instr. 4), 21. Reporting Person's Other Business Relationship with Issuer (Instr. 4), 22. Date Reporting Person's Other Business Relationship with Issuer Terminated (Instr. 4), 23. Reporting Person's Other Business Relationship with Issuer (Instr. 4), 24. Date Reporting Person's Other Business Relationship with Issuer Terminated (Instr. 4), 25. Reporting Person's Other Business Relationship with Issuer (Instr. 4), 26. Date Reporting Person's Other Business Relationship with Issuer Terminated (Instr. 4).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other), Title, Number of Shares.

Signatures

J. Edward Pearson, 03/19/2009. \*\*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).
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.