

O'Hara Kevin P  
 Form 4  
 July 25, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 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 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 \*  
 O'Hara Kevin P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 209 10TH AVENUE  
 SOUTH, SUITE 450  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/22/2011

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

NASHVILLE, TN 37203

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/22/2011	07/22/2011	M	V	\$ 2.69	31,000	D
Common Stock	07/22/2011	07/22/2011	M	V	\$ 3.18	51,000	D
Common Stock	07/22/2011	07/22/2011	M	V	\$ 2.75	72,000	D

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

**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**

SEC 1474 (9-02)

number.

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.69	07/22/2011	07/22/2011	M		4,000		02/19/2005	02/19/2012	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 2.69	07/22/2011	07/22/2011	M		4,000		02/19/2006	02/19/2012	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 2.69	07/22/2011	07/22/2011	M		4,000		02/19/2007	02/19/2012	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 2.69	07/22/2011	07/22/2011	M		4,000		02/19/2008	02/19/2012	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 3.18	07/22/2011	07/22/2011	M		5,000		02/25/2006	02/25/2013	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 3.18	07/22/2011	07/22/2011	M		5,000		02/25/2007	02/25/2013	Common Stock	5,000

Employee Stock Option (right to buy)	\$ 3.18	07/22/2011	07/22/2011	M	5,000	02/25/2008	02/25/2013	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 3.18	07/22/2011	07/22/2011	M	5,000	02/25/2009	02/25/2013	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 2.75	07/22/2011	07/22/2011	M	7,000	02/09/2007	02/09/2014	Common Stock	7,000
Employee Stock Option (right to buy)	\$ 2.75	07/22/2011	07/22/2011	M	7,000	02/09/2008	02/09/2014	Common Stock	7,000
Employee Stock Option (right to buy)	\$ 2.75	07/22/2011	07/22/2011	M	7,000	02/09/2009	02/09/2014	Common Stock	7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Hara Kevin P 209 10TH AVENUE SOUTH SUITE 450 NASHVILLE, TN 37203			Senior Vice President	

## Signatures

Kevin O'Hara                      07/25/2011  
 \*\*Signature of                      Date  
 Reporting Person

## 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.