

GODFREY WILLIAM R
Form 4
February 28, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GODFREY WILLIAM R

2. Issuer Name **and** Ticker or Trading
Symbol

**SIERRA HEALTH SERVICES INC
[SIE]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2724 N. TENAYA WAY

(Street)

LAS VEGAS, NV 89128

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2005

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Ex. V.P., Admin Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	02/25/2005		M		5,000	A \$ 8.93	14,173	D
Common Stock	02/25/2005		S		5,000	D \$ 61.5584	9,173	D
Common Stock	02/25/2005		M		4,167	A \$ 11.65	13,340	D
Common Stock	02/25/2005		S		4,167	D \$ 61.5584	9,173	D
Common Stock	02/25/2005		M		2,500	A \$ 40.71	11,673	D

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Common Stock 02/25/2005 S 2,500 D \$ 61.5584 9,173 D

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 8.93	02/25/2005		M	5,000	12/10/2002 ⁽²⁾ 12/09/2011	Common Stock	5,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 11.65	02/25/2005		M	4,167	12/10/2003 ⁽³⁾ 12/09/2012	Common Stock	4,167
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 40.71	02/25/2005		M	2,500	12/30/2004 ⁽⁴⁾ 05/19/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
GODFREY WILLIAM R 2724 N. TENAYA WAY LAS VEGAS, NV 89128	Director 10% Owner Officer Other Ex. V.P., Admin Services

Signatures

William R. Godfrey/Jayne
Primaky POA

02/28/2005

__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) Exercise of options granted in consideration for services under the Company's 1995 Long-Term Incentive Plan, which meets the requirements of, and which transactions are exempted by, Rule 16b-3 and Rule 16b-6(b).
- (2) Exercisable as to 33 1/3% on each of 12/10/02, 12/10/03 and 12/10/04.
- (3) Exercisable as to 33 1/3% on each of 12/10/03, 12/10/04 and 12/10/05.
- (4) Exercisable as to 100% on 12/30/04.

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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