SEC Form 4

 \square

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average hurden

L	Child Humber.	0200 0201
	Estimated average burde	en
	hours per response:	0.5
L	,	

I I Name and Address of Reporting Feison			2. Issuer Name and Ticker or Trading Symbol <u>eHealth, Inc.</u> [EHTH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director Officer (give title	10% Owner Other (specify			
C/O FREEDOM COMMUNICATIONS, INC.			3. Date of Earliest Transaction (Month/Day/Year) 02/29/2008		below)	below)			
17666 FITCH			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X	Form filed by One Report	ting Person			
IRVINE	CA	92614			Form filed by More than C Person	One Reporting			
(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)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$24.49	02/29/2008		A ⁽¹⁾		25,000		(2)	02/28/2015	Common Stock	25,000	\$0	25,000	D	

Explanation of Responses:

1. Initial option grant to non-employee director pursuant to the eHealth, Inc. 2006 Equity Incentive Plan.

2. The option shares become vested as to 25% of the shares one year after February 29, 2008 and 1/48th of the shares upon each month of continuous service thereafter.

Remarks:

<u>/s/ Jennifer Thompson, as</u> <u>attorney-in-fact for Scott N.</u> <u>Flanders</u>

03/04/2008

Date

** Signature of Reporting Person

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

 \ast 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.

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 Number.