

SIERRA HEALTH SERVICES INC

Form 4

February 25, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARLON ANTHONY M MD

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

COB & CEO

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

LAS VEGAS, NV 89128

(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)
Common Stock <u>(1)</u>	02/25/2008		D <u>(1)</u>	88,000	D \$ 43.5	0	D
Common Stock					385,296	I	By the AMM & RM Family Limited Partnership (2)
Common Stock <u>(1)</u>	02/25/2008		D <u>(1)</u>	385,296	D \$ 43.5	0	I By the AMM & RM Family Limited

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Common Stock							1,439,630	I	Partnership By the Marlon Family Trust ⁽²⁾
Common Stock ⁽¹⁾	02/25/2008	D ⁽¹⁾	1,439,630	D	\$ 43.5	0		I	By the Marlon Family Trust
Common Stock							3,000	I	By the AMRM Family Partners Ltd. ⁽²⁾
Common Stock ⁽¹⁾	02/25/2008	D ⁽¹⁾	3,000	D	\$ 43.5	0		I	By the AMRM Family Partners Ltd.
Common Stock							750,000	I	By the Anthony M. Marlon Charitable Remainder Trust ⁽²⁾
Common Stock ⁽¹⁾	02/25/2008	D ⁽¹⁾	750,000	D	\$ 43.5	0		I	By the Anthony M. Marlon Charitable Remainder Trust
Common Stock							750,000	I	By the Renee Marlon Charitable Remainder Trust ⁽²⁾
Common Stock ⁽¹⁾	02/25/2008	D ⁽¹⁾	750,000	D	\$ 43.5	0		I	By the Renee Marlon Charitable Remainder Trust
Common Stock							887,324	I	By the AMRM Family

Common Stock <u>(1)</u>	02/25/2008	D <u>(1)</u>	887,324	D	\$ 43.5	0	I	Trust <u>(2)</u> By the AMRM Family Trust
Common Stock						212,830	I	By 401(k) Plan
Common Stock <u>(1)</u>	02/25/2008	D <u>(1)</u>	212,830	D	\$ 43.5	0	I	By 401(k) Plan

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)
Employee Stock Option (Right to Buy) <u>(3)</u>	\$ 30.055	02/25/2008		D <u>(3)</u>	24,000	12/30/2005 <u>(4)</u> 04/20/2010	Common Stock 24,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARLON ANTHONY M MD 2724 N. TENAYA WAY LAS VEGAS, NV 89128	X		COB & CEO	

Signatures

Anthony M. Marlon, M.D./Jayne
Primaky, POA

02/25/2008

__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) Shares, including restricted stock units, disposed of pursuant to the merger agreement between Sierra Health Services, Inc. and UnitedHealth Group Incorporated for a cash payment of \$43.50 per share. This disposition occurred on the effective date of the merger.
- (2) This report shall not be deemed an admission that the Reporting Person is the beneficial owner of, or has a pecuniary interest in, shares of Common Stock held by the respective trusts for purposes of Section 16 or any other purpose.
Options disposed of pursuant to the merger agreement between Sierra Health Services, Inc. and UnitedHealth Group Incorporated for a cash payment for each option share equal to \$43.50 minus the per share exercise price of the option. This disposition occurred on the effective date of the merger.
- (3)
- (4) Exercisable as to 100% on 12/30/05.

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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