FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT	OF CHANGES IN	BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* PEARSON J EDWARD						2. Issuer Name and Ticker or Trading Symbol HEALTHSTREAM INC [HSTM]									tionship of Reporting all applicable) Director Officer (give title		g Person(s) to Issue 10% Owne Other (spe		wner	
(Last) 209 10T	10TH AVE. SOUTH						3. Date of Earliest Transaction (Month/Day/Year) 05/21/2013									below) below) Senior Vice President				
(Street) NASHV	Street) NASHVILLE TN 37203				_ 4. I _	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv Line) X	′					
(City)	(S	tate)	(Zip)																	
		Tab	le I - I	Non-Deri	vative	e Sec	urit	ies A	cquire	d, C	Disposed o	of, or E	enefic	ially	Owned	t				
Date			2. Transacti Date (Month/Day	Execu Year) if any		A. Deemed kecution Date, any Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			Benefi Owner		es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 05/21/20			013	13			М		7,000	A	\$3.	.39	16,905			D				
Common Stock 05			05/21/20	013				S		7,000(1)	D	\$24.9	777 ⁽²⁾	9,905			D			
		7	able								sposed of s, converti				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Year)	Execu if any	eemed Ition Date, h/Day/Year)		saction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ivative urities uired or oosed O) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		De Se (In	Price of erivative ecurity estr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly C	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amo or Num of Share	ber						
Employee Stock Option (right to	\$3.39	05/21/2013			M			7,000	06/14/2	2007	06/14/2014	Commo Stock	n 7,00	00	\$0.00	17,242		D		

Explanation of Responses:

- 1. The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on March 20, 2013.
- 2. This transaction was executed in multiple trades at prices ranging from \$24.81 to \$25.43. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

Remarks:

buv)

Edward Pearson

05/22/2013

** Signature of Reporting Person

Date

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

- * 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.