FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHAI	NGES IN BENEFIC	IAL OWNERSHIP

l	OMB APPRO	VAL						
	OMB Number:	3235-0287						
Estimated average burden								
l	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).

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 (Last) (First) (Middle) 209 10TH AVE. SOUTH SUITE 450						Issuer Name and Ticker or Trading Symbol HEALTHSTREAM INC [HSTM] Jate of Earliest Transaction (Month/Day/Year) 12/20/2013									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President					
(Street) NASHV		tate)	37203 (Zip)		-						iled (Month/D		Lir	ne) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye					ion	2A. Deemed Execution Date,			3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5. Amo Securit Benefic		unt of es ially Following	Forn (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price		Transac	action(s) 3 and 4)			, ,	
Common Stock 12/20/201						.3		M		7,000	A	\$3.39)	16,905			D			
Common Stock 12/20/201					013	.3		S		7,000(1)	D	\$31.339	3399 ⁽²⁾		9,905		D			
		-	Table								sposed of , converti				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		if any	eemed tion Date, h/Day/Year)	4. Transa Code (8)			vative urities uired or oosed o) tr. 3, 4	6. Date Expirat (Month	ion D		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Dei	Price of rivative curity str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares							
Employee Stock Option (right to	\$3.39	12/20/2013			M			7,000	06/14/2	2010	06/14/2014	Commor Stock	7,000	\$	\$0.00	12,992	!	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 \$30.04 to \$32.05. 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:

J. Edward Pearson

12/20/2013

** 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.