

HealthMarkets, Inc.  
Form 3  
May 31, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â SCHOOR ASHER MOSHE			(Month/Day/Year)	HealthMarkets, Inc. [N/A]	
(Last)	(First)	(Middle)	05/22/2006	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
9151 BOULEVARD 26				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NORTH RICHLAND HILLS, Â TX Â 76180				<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
				Senior Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Stock Option	05/22/2007 <sup>(1)</sup>	05/22/2016	Class A-1 Common Stock	8,667	\$ 37	D	Â
Stock Option	05/22/2007 <sup>(2)</sup>	05/22/2016	Class A-1 Common Stock	8,666	\$ <sup>(3)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOOR ASHER MOSHE 9151 BOULEVARD 26 NORTH RICHLAND HILLS, TX 76180	Â	Â	Â Senior Vice President	Â

## Signatures

Asher Schoor by Peggy G.  
Simpson, POA

05/31/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) The options vest in 20% increments on each of the first, second, third, fourth and fifth anniversaries of May 22, 2006

(2) The option vests in different increments on each of the first five anniversaries of May 22, 2006. Twenty-five percent of the option vests on May 22, 2007. Twenty-five percent of the option vests on May 22, 2008. Seventeen percent of the option vests on May 22, 2009. Seventeen percent of the option vests on May 22, 2010. The remaining 16% of the option vests on May 22, 2011.

(3) The initial price of the option is \$37.00. The exercise price of the option will accrete by 10% per year, starting May 22, 2008. If the optionee exercises the option prior to May 22, 2008, the exercise price will be \$37.00. If the optionee exercises the option on or after May 22, 2008 but prior to May 22, 2009, the exercise price will be \$40.70. If the optionee exercises the option on or after May 22, 2009 but prior to May 22, 2010, the exercise price will be \$44.77. If the optionee exercises the option on or after May 22, 2010 but prior to May 22, 2011, the exercise price will be \$49.25. If the optionee exercises the option on or after May 22, 2011, the exercise price will be \$54.17.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.