

Smith Martin Dewayne
 Form 4
 February 24, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith Martin Dewayne

2. Issuer Name and Ticker or Trading Symbol
 COMMUNITY HEALTH SYSTEMS INC [CYH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4000 MERIDIAN BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Division President

FRANKLIN, TN 37067

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/23/2012		M	40,000	A \$ 0	113,222	D
Common Stock	02/23/2012		F	4,860	D \$ 24.69	108,362	D

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	8. An or Nu of	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Based Restricted	\$ 0	02/23/2012		M ⁽¹⁾	40,000	02/23/2012	02/22/2021	Common Stock	40
Stock Options (Right to Buy)	\$ 27.7					05/21/2003	05/20/2012	Common Stock	2
Stock Options (Right to Buy)	\$ 25.7					12/09/2004	12/08/2013	Common Stock	5
Stock Options (Right to Buy)	\$ 25.13					05/25/2005	05/25/2014	Common Stock	2
Stock Options (Right to Buy)	\$ 32.37					02/28/2006	02/28/2013	Common Stock	5
Stock Options (Right to Buy)	\$ 38.3					03/01/2007	03/01/2014	Common Stock	3
Stock Options (Right to Buy)	\$ 37.21					02/28/2008	02/28/2015	Common Stock	1
Stock Options (Right to Buy)	\$ 40.41					07/25/2008	07/24/2017	Common Stock	8
Stock Options	\$ 32.28					02/27/2009	02/27/2018	Common Stock	1

(Right to Buy)

Stock
Options
(Right to Buy)

\$ 15.11

12/10/2009

12/09/2018

Common
Stock

6

Stock
Options
(Right to Buy)

\$ 18.18

02/25/2010

02/24/2019

Common
Stock

6

Stock
Options
(Right to Buy)

\$ 33.9

02/24/2011

02/23/2020

Common
Stock

10

Stock
Options
(Right to Buy)

\$ 37.96

02/23/2012

02/22/2021

Common
Stock

10

Performance
Based
Restricted

\$ 0

02/16/2013⁽²⁾

02/15/2022

Common
Stock

20

Stock
Options
(Right to Buy)

\$ 20.17

02/16/2013

02/15/2022

Common
Stock

8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Martin Dewayne 4000 MERIDIAN BLVD FRANKLIN, TN 37067			Division President	

Signatures

Christopher G. Cobb, Attorney in Fact for Martin D. Smith

02/24/2012

 **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).

The performance objectives governing these shares of Performance Based Restricted Stock have been met, and, accordingly, these shares
(1) will now be reported in Table 1 as directly owned shares of Restricted Stock. The restrictions lapse in 1/3 increments on the first, second and third anniversary of the date of grant.

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- Each performance based restricted share represents a contingent right to receive one share of CYH common stock. There are two elements to the lapsing of the restriction; first, the Company must achieve specified targeted amount of earnings per share from
- (2) continuing operations, or net revenue from continuing operations, and if the performance objective is met, the vesting restrictions will lapse in 1/3 increments on the first, second and third anniversary of the date of grant. If the objectives are not met, the shares will be forfeited.

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