

HealthMarkets, Inc.  
Form 3  
June 10, 2008

**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             |                                                                        |
| HILDEBRAND PHILLIP JOHN                   |         |          | (Month/Day/Year)                     | HealthMarkets, Inc. [N/A]                                      |                                                                        |
| (Last)                                    | (First) | (Middle) |                                      | 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 checked="" type="checkbox"/> Director                   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| NORTH RICHLAND HILLS, TX 76180            |         |          |                                      | <input type="checkbox"/> 10% Owner                             | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City)                                    | (State) | (Zip)    |                                      | <input checked="" type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|                                           |         |          |                                      | Chief Executive Officer (specify below)                        |                                                                        |

**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) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|                                            | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |                                                        |                                                                      |                                                       |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                         |       |
|--------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                | Director      | 10% Owner | Officer                 | Other |
| HILDEBRAND PHILLIP JOHN<br>9151 BOULEVARD 26<br>NORTH RICHLAND HILLS, TX 76180 | X             |           | Chief Executive Officer |       |

## Signatures

Phillip J. Hildebrand By /s/ Peggy G. Simpson,  
POA 06/10/2008

Signature of Reporting Person

Date

## Explanation of Responses:

### No securities are beneficially owned

\* 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).

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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