

UICI  
Form 5  
February 10, 2005

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**GEDWED WILLIAM J**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**UICI [UCI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**9151 GRAPEVINE HIGHWAY**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2004**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

**NORTH RICHLAND HILLS, TX 76180**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(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) | (A) Amount | or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------|--|--|---|
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â            | 20,970   | D  | Â   |
| Common Stock                    | 12/31/2004                           | Â  | J                              | 1,852 (1)   | A          | \$ 0 (2)     | 3,541.6792   | I  | Trustees 401(k)/ESOP                                  |

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

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

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| 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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------|---|--------------|----------------------------|
|  |  |                                      |  |                                | (A)   | (D)  | Date Exercisable          | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option                               | \$ 6.625   | Â                                    | Â  | Â                              | Â   | Â  | 03/10/2001 <sup>(3)</sup> | 04/09/2005  | Common Stock | 49,950                     |
| Stock Option                               | \$ 9   | Â                                    | Â  | Â                              | Â   | Â  | 05/17/2002 <sup>(3)</sup> | 06/16/2006  | Common Stock | 448                        |
| Stock Option                               | \$ 14.19   | Â                                    | Â  | Â                              | Â   | Â  | 02/08/2003 <sup>(3)</sup> | 03/10/2007  | Common Stock | 164                        |
| Stock Option                               | \$ 14.85   | Â                                    | Â  | Â                              | Â   | Â  | 08/03/2002 <sup>(3)</sup> | 09/02/2006  | Common Stock | 154                        |
| Stock Option                               | \$ 15.19   | Â                                    | Â  | Â                              | Â   | Â  | 11/02/2002 <sup>(3)</sup> | 12/02/2006  | Common Stock | 150                        |
| Stock Option                               | \$ 20.1  | Â                                    | Â  | Â                              | Â   | Â  | 05/03/2003 <sup>(3)</sup> | 06/02/2007  | Common Stock | 114                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| GEDWED WILLIAM J<br>9151 GRAPEVINE HIGHWAY<br>NORTH RICHLAND HILLS, TX 76180 | Â X           | Â         | Â President & CEO | Â     |

## Signatures

/s/ William J. Gedwed by Peggy G. Simpson,  
POA

02/10/2005

\_\_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).
- (1) \*J - Participant and Company Ongoing Contributions to 401(k)/ESOP during 2004 Plan Year
- (2) Various prices depending on market price upon purchase by Trustee during Plan Year
- (3) Options vest 20% per year over a five-year period

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