WEBMD HEALTH CORP.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 9/30/2005 For Period Ending 9/28/2005

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FORM 4

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MANNING JAMES V (Last) (First) (Middle)	**WebMD Health Corp. [WBMD]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
111 EIGHTH AVENUE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **9/28/2005**	
NEW YORK, NY 10011 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	**9/28/2005**		**A**		**4400** (1)	**A**	(1)	**4400**	**D**	
Class A Common Stock	**9/28/2005**		**A**		**3714** (2)	**A**	**$17.50**	**8114**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	**$17.50**	**9/28/2005**		**A**		**13200**		(3)	**9/28/2015**	**Class A Common Stock**	**13200**	**$17.50**	**13200**	**D**	

Explanation of Responses:

(1) 25% of the restricted shares vest on each of the first, second, third and fourth anniversary of the date of grant (full vesting on the fourth anniversary of the grant date).

(2) Payment of annual retainer for services as a non-employee member of the Board of Directors and its committees.

(3) 25% of the shares underlying the option vest on each of the first, second, third and fourth anniversary of the date of grant (full vesting on the fourth anniversary of the grant date).

Reporting Owners

	Relationships

Signatures

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
MANNING JAMES V 111 EIGHTH AVENUE NEW YORK, NY 10011	**X**			

Lewis H. Leicher, Attorney-in-Fact for James V. Manning

** Signature of Reporting Person

9/30/2005

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.

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