AMEDISYS INC Form 4

February 29, 2008

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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 * GRAHAM LARRY R

(First) (Last)

5959 S. SHERWOOD FOREST

BLVD.

BATON ROUGE, LA 70816

(Street)

(Middle)

02/27/2008

Filed(Month/Day/Year)

3.

2. Issuer Name and Ticker or Trading Symbol

AMEDISYS INC [AMED]

3. Date of Earliest Transaction

(Month/Day/Year)

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Month/Day/Year)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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.

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

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

1. Title of Derivative Security

Security

(Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

1

Deri

Secu

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

(Check all applicable)

COO and President

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership

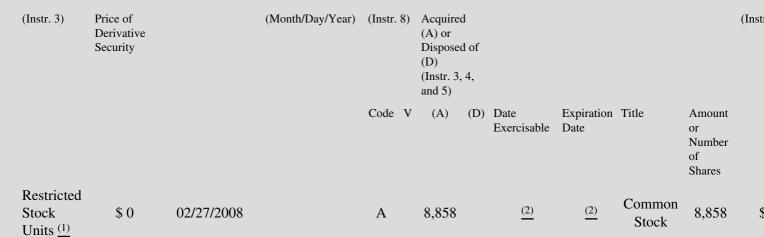
(Instr. 4)

SEC 1474

(9-02)

Indirect

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRAHAM LARRY R 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816

COO and President

Signatures

/s/ Larry R. 02/29/2008 Graham

**Signature of Date
Reporting Person

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).
- Effective May 1, 2007, the reporting person entered into an agreement with the Company pursuant to which he became entitled to receive an award of Restricted Stock Units in the future, should certain performance goals be met for the year ending December 31, 2007. The determination of whether the performance goals had been met could not be made until February 27, 2008, the date the Company filed its Annual Report for the year ended December 31, 2007.
- (2) The Restricted Stock Units vest in three equal installments on December 31, 2008, December 31, 2009 and December 31, 2010. Vested shares will not be delivered to the reporting person until May 1, 2012.

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.

Reporting Owners 2