

AMEDISYS INC

Form 4

April 03, 2009

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAHAM LARRY R

(Last) (First) (Middle)

**5959 S. SHERWOOD FOREST
BLVD.**

(Street)

BATON ROUGE, LA 70816

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMEDISYS INC [AMED]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

COO and President

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 Beneficial Ownership (Instr. 4)
Common Stock	04/01/2009		F	305 D	\$ 27.4	41,573 ⁽⁴⁾	D
Common Stock	04/01/2009		A	2,190 ⁽⁶⁾	A \$ 0	6,962 ⁽¹⁾ ⁽³⁾	I By Spouse
Common Stock						25,429	I Through 401(k) Plan
Common Stock						13,801 ⁽¹⁾ ⁽²⁾	I By Spouse Through 401(k) Plan

Edgar Filing: AMEDISYS INC - Form 4

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.

SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	04/01/2009		A	18,979	(5) (5)	Common Stock	18,979

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRAHAM LARRY R 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816	X COO and President

Signatures

/s/ Celeste R. Peiffer on behalf of Larry R. Graham pursuant to a Power of Attorney

04/03/2009

__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) The reporting person disclaims beneficial ownership of these securities. This report shall not be deemed an admission of beneficial ownership of these securities, for purposes of Section 16 or for other purposes.
- (2) Includes 10 shares acquired under the Amedisys, Inc. 401(k) Plan since the date of the reporting person's last ownership report.
- (3) Includes 104 shares acquired under the Amedisys, Inc. Employee Stock Purchase Plan since the date of the reporting person's last ownership report.
- (4) Includes 10,624 shares owned jointly with the reporting person's spouse.

Assuming that the reporting person is employed by Amedisys, Inc. on each of the following dates, the Restricted Stock Units vest in three equal installments on April 1, 2010, April 1, 2011 and April 1, 2012. The shares of common stock underlying the vested Restricted Stock Units will be delivered on the respective vesting dates.

Edgar Filing: AMEDISYS INC - Form 4

- On April 1, 2009, the reporting person's spouse, in her capacity as an employee of Amedisys, Inc., was granted 2,190 shares of nonvested common stock. Assuming that the reporting person's spouse is employed by Amedisys, Inc. on each of the following dates, the shares will
- (6) vest in equal 1/3 increments on April 1, 2010, April 1, 2011 and April 1, 2012. The reporting person disclaims beneficial ownership of these securities. This report shall not be deemed an admission of beneficial ownership of these securities, for purposes of Section 16 or for other purposes.

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.