

AMEDISYS INC

Form 4

April 03, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BORNE WILLIAM F

(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)
04/01/2013

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 ☒ Other (specify
below) below)
Chief Executive Officer / / Chairman of the
Board

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	04/01/2013		A	(A) or (D) Amount 85,539 (3)	\$ 0 419,944 (5)	D	
Common Stock	04/01/2013		F	9,810 D	\$ 10.96 410,134	D	
Common Stock					19,426 (4)	I	Though 401(k)
Common Stock					15,000 (1)	I	By Spouse
Common Stock					38,988 (1)	I	By William F.

Borne
Family
Trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(2)	04/01/2013		A		85,539		(2)	04/01/2018	Common Stock	85,539

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORNE WILLIAM F 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816	X		Chief Executive Officer /	Chairman of the Board

Signatures

/S/ Celeste R. Peiffer on behalf of William F. Borne pursuant to a Power of Attorney

04/03/2013

__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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Amedisys, Inc. (the "Company") common stock with vesting conditions based on the Company's compound total shareholder return (TSR) over defined measurement periods. The number of shares of Company common stock earned upon vesting of the RSUs will (i) depend on (a) the actual compound TSR achieved

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and (b) the applicable measurement period and (ii) will range from 17% to 160% of the number of RSUs reported in Column 5 of Table II, assuming the reporting person remains continuously employed by the Company through the vesting date.

- (3) The shares awarded are subject to service-based vesting conditions and will vest in equal, one-third increments on each of April 1, 2014, April 1, 2015 and April 1, 2016, provided that the reporting person remains employed by the issuer on each such date.
- (4) Includes 390 shares acquired by the reporting person under the Amedisys, Inc. 401(k) Plan since the date of the reporting person's last report.
- (5) Includes 1,145 shares acquired by the reporting person under the Amedisys, Inc. Employee Stock Purchase Plan since the date of the reporting person's last report.

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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