

KINDRED HEALTHCARE, INC

Form 4

June 13, 2005

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 *
DIAZ PAUL J

2. Issuer Name **and** Ticker or Trading
Symbol
KINDRED HEALTHCARE, INC
[KND]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

680 SOUTH FOURTH STREET

(Street)

LOUISVILLE, KY 40202

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2005

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

President and CEO

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	06/09/2005		M		4,928	A \$ 15.91	287,849	D	
Common Stock	06/09/2005		M		25,728	A \$ 11.03	313,577	D	
Common Stock	06/09/2005		M		40,000	A \$ 19.75	353,577	D	
Common Stock	06/09/2005		S		1,000	D \$ 40.09	352,577	D	
Common Stock	06/09/2005		S		5,000	D \$ 40.06	347,577	D	

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Common Stock	06/09/2005	S	6,656	D	\$ 40.03	340,921	D
Common Stock	06/09/2005	S	3,000	D	\$ 40.08	337,921	D
Common Stock	06/09/2005	S	5,000	D	\$ 39.97	332,921	D
Common Stock	06/09/2005	S	4,000	D	\$ 40.04	328,921	D
Common Stock	06/09/2005	S	2,900	D	\$ 40.05	326,021	D
Common Stock	06/09/2005	S	3,400	D	\$ 40.01	322,621	D
Common Stock	06/09/2005	S	5,000	D	\$ 40.02	317,621	D
Common Stock	06/09/2005	S	2,500	D	\$ 39.99	315,121	D
Common Stock	06/09/2005	S	2,000	D	\$ 40	313,121	D
Common Stock	06/10/2005	S	400	D	\$ 39.94	312,721	D
Common Stock	06/10/2005	S	5,000	D	\$ 39.95	307,721	D
Common Stock	06/10/2005	S	3,000	D	\$ 39.84	304,721	D
Common Stock	06/10/2005	S	2,000	D	\$ 39.63	302,721	D
Common Stock	06/10/2005	S	4,700	D	\$ 39.6	298,021	D
Common Stock	06/10/2005	S	2,500	D	\$ 39.51	295,521	D
Common Stock	06/10/2005	S	1,200	D	\$ 39.58	294,321	D

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.91	06/09/2005		M		4,928		07/23/2003 ⁽¹⁾	07/23/2012	Common Stock	4,928
Employee Stock Option (Right to Buy)	\$ 11.03	06/09/2005		M		25,728		07/22/2004 ⁽²⁾	07/22/2013	Common Stock	25,728
Employee Stock Option (Right to Buy)	\$ 19.75	06/09/2005		M		40,000		10/28/2004 ⁽³⁾	10/28/2013	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIAZ PAUL J 680 SOUTH FOURTH STREET LOUISVILLE, KY 40202	X		President and CEO	

Signatures

Paul J. Diaz 06/13/2005

____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).
- (1) This option is exercisable in cumulative equal annual installments over four years commencing on 7/23/03.
- (2) This option is exercisable in cumulative equal annual installments over three years commencing on 7/22/04.
- (3) This option is exercisable in cumulative equal annual installments over three years commencing on 10/28/04.

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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