

DIAZ PAUL J  
Form 4  
August 12, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
08/11/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

LOUISVILLE, KY 40202

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	(D)	Price		
Common Stock	08/11/2009		M		67,332	A	\$ 8.43	371,474	D
Common Stock	08/11/2009		S		400	D	\$ 15.4	371,074	D
Common Stock	08/11/2009		S		200	D	\$ 15.47	370,874	D
Common Stock	08/11/2009		S		400	D	\$ 15.42	370,474	D
Common Stock	08/11/2009		S		404	D	\$ 15.45	370,070	D

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Common Stock	08/11/2009	S	200	D	\$ 15.3	369,870	D
Common Stock	08/11/2009	S	400	D	\$ 14.83	369,470	D
Common Stock	08/11/2009	S	1,300	D	\$ 14.65	368,170	D
Common Stock	08/11/2009	S	400	D	\$ 14.66	367,770	D
Common Stock	08/11/2009	S	100	D	\$ 14.68	367,670	D
Common Stock	08/11/2009	S	200	D	\$ 14.61	367,470	D
Common Stock	08/11/2009	S	400	D	\$ 14.57	367,070	D
Common Stock	08/11/2009	S	700	D	\$ 14.56	366,370	D
Common Stock	08/11/2009	S	300	D	\$ 14.6	366,070	D
Common Stock	08/11/2009	S	300	D	\$ 14.53	365,770	D
Common Stock	08/11/2009	S	400	D	\$ 14.5	365,370	D
Common Stock	08/11/2009	S	200	D	\$ 14.51	365,170	D
Common Stock	08/11/2009	S	700	D	\$ 14.55	364,470	D
Common Stock	08/11/2009	S	200	D	\$ 14.59	364,270	D
Common Stock	08/11/2009	S	200	D	\$ 14.5325	364,070	D
Common Stock	08/11/2009	S	100	D	\$ 14.5625	363,970	D
Common Stock	08/11/2009	S	200	D	\$ 14.52	363,770	D
Common Stock	08/11/2009	S	200	D	\$ 14.54	363,570	D

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

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(9-02)

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**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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 8.43	08/11/2009		M	67,332	07/22/2004 <sup>(1)</sup> 07/22/2013	Common Stock 67,332

## 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                      08/12/2009  
 \*\*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 became fully exercisable on 7/22/06.

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