

AMEDISYS INC  
Form 4  
February 18, 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 \*  
**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)  
**02/17/2009**

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)  
**CEO**

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				(A)	18,829	I	Through 401(k)
Common Stock				(A)	15,000	I	By Spouse
Common Stock				(A)	15,000	I	By William F. Borne Family Trust
Common Stock	02/17/2009		M <sup>(2)</sup>	12,500	A (2) \$ 11.29	183,205 <sup>(1)</sup>	D

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Common Stock      02/17/2009      S<sup>(2)</sup>      12,500      D<sup>(2)</sup>      \$ 50.26      170,705      D

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.**

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(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 Underlying (Instr. 3 and 4)
Restricted Stock Unit <sup>(3)</sup>	\$ 0	02/17/2009		A	27,194	<u>(4)</u> <u>(4)</u>	Common Stock
Stock Option (Right to Buy)	\$ 11.29 <sup>(5)</sup>	02/17/2009		M <sup>(2)</sup>	12,500 <sup>(2)</sup>	01/01/2004 <sup>(6)</sup> 12/31/2013 <sup>(6)</sup>	Common Stock

## 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		CEO	

## Signatures

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

02/18/2009

\*\*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) Includes 91 shares acquired under Amedisys, Inc.'s Employee Stock Purchase Plan since the date of the reporting person's last ownership report.

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- (2) The option exercises and related stock sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously adopted by the reporting person.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of Amedisys, Inc. common stock.
- (4) The Restricted Stock Units vest in three equal installments on April 1, 2009, April 1, 2010 and April 1, 2011. The shares of common stock underlying the vested Restricted Stock Units will be delivered to the reporting person on April 1, 2013.  
  
This option was previously reported as covering a total 41,165 shares at an exercise price of \$15.05 per share, but was adjusted to 54,887
- (5) shares at an exercise price of \$11.29 per share as a result of the 4-for-3 stock split of Amedisys, Inc.'s common stock that occurred on December 4, 2006. All ownership totals are reported on a split-adjusted basis.
- (6) Exercisable in equal, one-third increments on January 1, 2004, 2005 and 2006.

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.