

Brunecz Sharon
Form 4
February 22, 2019

FORM 4

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

OMB APPROVAL

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

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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 *
Brunecz Sharon

(Last) (First) (Middle)

3854 AMERICAN WAY, SUITE A

(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)
02/20/2019

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)

Chief Human Resources Officer

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/20/2019		M	4,193 A \$ 0	12,579	D	
Common Stock	02/20/2019		A	1,328 (1) A \$ 0	13,907	D	
Common Stock					32 (2)	I	Through 401(k) Plan

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

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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 Securities (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Restricted Stock Units	(3)	02/20/2019		M		4,193		(3)	(3)	Common Stock	4,193
Stock Option (Right to Buy)	\$ 127.11	02/20/2019		A		2,898		(4)	02/20/2029	Common Stock	2,898
Restricted Stock Units	(5)	02/20/2019		A		2,656		(5)	(5)	Common Stock	2,656

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brunecz Sharon 3854 AMERICAN WAY, SUITE A BATON ROUGE, LA 70816			Chief Human Resources Officer	

Signatures

/s/ Jennifer R. Guckert, pursuant to a power of attorney

02/22/2019

__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 Issuer awarded the Reporting Person 1,328 time-based Restricted Stock Units ("RSUs"), each of which represents a contingent right to receive one share of the Issuer's common stock, and will vest in equal, 25% installments on each of February 20, 2020, 2021, 2022 and 2023, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.

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- (2) The information in this report is based on a plan statement dated as of December 31, 2018.

The RSUs are subject to performance-based vesting and will vest (i) on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal years 2018 through 2021, respectively, and (ii) additional time-based vesting conditions (2018 Tranche: one-third on each of July 27, 2019, 2020 and 2021; 2019 Tranche: one-third on each of July 27, 2020, 2021 and 2022; 2020 Tranche: one-third on each of July 27, 2021, 2022 and 2023; and 2021 Tranche: one-third on each of July 27, 2022, 2023 and 2024), assuming the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs. The performance criteria for fiscal year 2018 were met.

- (4) The Stock Options are subject to time-based vesting conditions and will vest in equal, 25% installments on each of February 20, 2020, 2021, 2022 and 2023, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to pro-rated vesting provisions as provided in the award agreement for the Stock Options.

- (5) The performance-based RSUs will vest based on certification of achievement of an identified performance measure for 2019, with additional time-based vesting in equal 25% installments on each of February 20, 2020, 2021, 2022 and 2023, assuming the Reporting Person remains continuously employed on the vesting date. The amount reported represents the amount of shares payable at target performance; the Reporting Person could earn 50%-200% of the amount reported depending on the level of performance achieved.

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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