

AMEDISYS INC
Form 4/A
April 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)
04/03/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/01/2013		A		85,539 (3) \$ 0	D	
Common Stock	04/01/2013		M(6)		41,698 (6) \$ 0	D	
Common Stock	04/01/2013		F		21,215 (7) \$ 10.96	D	
Common Stock					19,426 (4)	I	Though 401(k)
Common Stock					15,000 (1)	I	By Spouse

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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

- (2) number of shares of Company common stock earned upon vesting of the RSUs will (i) depend on (a) the actual compound TSR achieved 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.

This Form 4 is hereby amended to add an additional 41,698 shares of common stock issued upon the conversion of fully-vested Restricted Stock Units ("RSUs") previously issued to the reporting person on April 1, 2008 (14,504 RSUs) and on February 17, 2009 (27,194

- (6) RSUs). The RSU award agreement between the issuer and the reporting person provided that the shares of common stock underlying the vested RSUs would not be delivered to the reporting person until April 1, 2013. For more information, refer to (i) the reporting person's Form 4s dated April 3, 2008 (as amended on June 10, 2008) and February 18, 2009 and (ii) the issuer's 2009 Proxy Statement on Form DEF 14A dated April 28, 2009.
- (7) The share total indicated is hereby amended to add an additional 11,405 shares of common stock withheld to satisfy tax obligations upon delivery of the shares of common stock described in Footnote 6 hereto.

Each RSU represents a contingent right to receive one share of the issuer's common stock. 14,504 of the total RSUs were issued to the reporting person on April 1, 2008, and 27,194 of the total RSUs were issued to the reporting person on February 17, 2009. The RSUs

- (8) vested in three equal installments on April 1, 2009, April 1, 2010 and April 1, 2011. The shares of common stock underlying the fully-vested RSUs were not issued to the reporting person until April 1, 2013, in accordance with the terms of the RSU award agreement between the issuer and the reporting person.

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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