

AMEDISYS INC
Form 4
April 04, 2012

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)
04/02/2012

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 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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|--------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock | 04/02/2012 | | M | 20,368 | A | \$ 0 | 278,772 | D | |
| Common Stock | 04/02/2012 | | F | 11,163 | D | \$ 14.46 | 267,609 | D | |
| Common Stock | 04/02/2012 | | A | 65,651 (4) | A | \$ 0 | 333,260 | D | |
| Common Stock | | | | | | | 19,426 | I | Though 401(k) |
| Common Stock | | | | | | | 15,000 (1) | I | By Spouse |

| | | | |
|-----------------|-----------------------|---|----------------------------------------------|
| Common Stock | 23,988 ⁽¹⁾ | I | By William F. Borne Family Trust |
|-----------------|-----------------------|---|----------------------------------------------|

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | (2) | 04/02/2012 | | M | 9,125 | (5) | (5) | Common Stock | 9,125 |
| Restricted Stock Unit | (2) | 04/02/2012 | | M | 11,243 | (3) | (3) | Common Stock | 11,243 |

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 | | Chief Executive Officer / | Chairman of the Board |

Signatures

/S/ Celeste R. Peiffer on behalf of William F. Borne pursuant to a Power of Attorney 04/04/2012

__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).

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- (1) The reporting person disclaims beneficial ownership of these securities. This report shall not be deemed an admission of beneficial ownership of these securities, for purposes of Section 16 or for other purposes.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of the Issuer's Common Stock.
On February 22, 2011 the reporting person was awarded Restricted Stock Units that vest in equal annual installments on April 1, 2011 and April 1, 2012, assuming the reporting person remains continuously employed by the issuer from the grant date until the applicable vesting date. Upon vesting, each Restricted Stock Unit is settled by delivery of the underlying shares of Common Stock.
- (4) The shares granted are subject to service-based vesting conditions and vest in equal, one-third installments on each of April 1, 2013, April 1, 2014 and April 1, 2015, provided that the Reporting Person remains employed by the Issuer on each such vesting date.
On April 1, 2009, the reporting person was awarded Restricted Stock Units that vest in three equal annual installments on April 1, 2010, April 1, 2011 and April 1, 2012, assuming the reporting person remains continuously employed by the issuer from the grant date until the applicable vesting date. Upon vesting, each Restricted Stock Unit is settled by delivery of the underlying shares of Common Stock.

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.