

AMEDISYS INC

Form 4

April 03, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(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)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title ☒ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/01/2013                              |                                                             | A                                       | (A)<br>or<br>(D)<br>Amount<br>(3)<br>85,539                             | \$ 0<br>419,944 (5)                                                                                                | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/01/2013                              |                                                             | F                                       | 9,810<br>D                                                              | \$<br>10.96<br>410,134                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 19,426 (4)                                                                                                         | I                                                                    | Though<br>401(k)                                                  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 15,000 (1)                                                                                                         | I                                                                    | By Spouse                                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 38,988 (1)                                                                                                         | I                                                                    | By<br>William F.                                                  |

Borne  
Family  
Trust

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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Unit                            | (2)                                                                   | 04/01/2013                              |                                                             | A                                       |                                                                                                              | 85,539                                                         |     | (2)                                                                 | 04/01/2018         | Common<br>Stock | 85,539                              |

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director 10% Owner Officer Other

BORNE WILLIAM F  
5959 S. SHERWOOD FOREST BLVD. X Chief Executive Officer / Chairman of the Board  
BATON ROUGE, LA 70816

## Signatures

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

04/03/2013

\_\_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 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 ("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 number of shares of Company common stock earned upon vesting of the RSUs will (i) depend on (a) the actual compound TSR achieved

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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.

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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