

Ginn Scott G
Form 4
February 22, 2019

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 *
Ginn Scott G

(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 Financial 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/20/2019 | | M | | 1,875 A \$ 0 | 14,649 ⁽¹⁾ | D |
| Common Stock | 02/20/2019 | | M | | 7,107 A \$ 0 | 21,756 ⁽¹⁾ | D |
| Common Stock | 02/20/2019 | | F | | 826 D \$ 127.11 | 20,930 ⁽¹⁾ | D |
| Common Stock | 02/20/2019 | | A | | 1,967 ⁽²⁾ A \$ 0 | 22,897 ⁽¹⁾ | D |
| Common Stock | | | | | | 2,669 ⁽³⁾ | I Through 401(k) Plan |

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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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit (Performance-Based Vesting) | (4) | 02/20/2019 | | M | 1,875 | (4) | (4) | Common Stock |
| Restricted Stock Unit (Performance-Based Vesting) | (5) | 02/20/2019 | | M | 7,107 | (5) | (5) | Common Stock |
| Stock Option (Right to Buy) | \$ 27.35 | 02/20/2019 | | A | 5,625 | (6) | 05/01/2025 | Common Stock |
| Stock Option (Right to Buy) | \$ 127.11 | 02/20/2019 | | A | 4,294 | (8) | 02/20/2029 | Common Stock |
| Restricted Stock Unit (Performance-Based Vesting) | (9) | 02/20/2019 | | A | 3,934 | (9) | (9) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ginn Scott G 3854 AMERICAN WAY, SUITE A BATON ROUGE, LA 70816 | | | Chief Financial 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) Includes 887 shares held in an employee stock purchase plan account.

(2) The Issuer awarded the Reporting Person 1,967 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.

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

(4) Each RSU represents a contingent right to receive one share of the Issuer's common stock. The RSUs are subject to performance-based vesting and will vest, if at all, based on (i) the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal years 2015 through 2018, respectively, and (ii) additional time-based vesting conditions (2015 Tranche: approximately one-third on each of June 4, 2016, 2017 and 2018; 2016 Tranche: approximately one-third on each of June 4, 2017, 2018 and 2019; 2017 Tranche: approximately one-third on each of June 4, 2018, 2019 and 2020; and 2018 Tranche: one-third on June 4, 2019, and two-thirds on June 4, 2020), 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.

(5) The RSUs awarded 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 year 2018, and (ii) satisfaction of the following additional time-based vesting conditions: 25% of the RSUs will vest immediately upon the Compensation Committee's certification of achievement of the performance goals, and the remaining 75% of the RSUs will vest in equal installments on each of October 18, 2019, October 18, 2020 and October 18, 2021, 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.

(6) The option is subject to time-based vesting conditions and vests in installments of one third on May 1, 2019 and two-thirds on May 1, 2020.

(7) On May 1, 2015, the Reporting Person was granted an option to purchase 22,500 shares of common stock. The option vests based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2015, 2016, 2017 and 2018 and is subject to additional time-based vesting conditions, with each annual performance tranche vesting in three equal annual installments (other than the 2018 Tranche, which vests in two installments of one third and two-thirds, respectively). The performance criteria for 2018 were met, resulting in vesting of the option as to 5,625 shares (subject to the additional time-based vesting conditions noted in footnote 6 above).

(8) 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.

(9) 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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