

AMEDISYS INC  
Form 4  
April 03, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GRAHAM LARRY R**

(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)  
**04/01/2009**

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)  
**COO and President**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 04/01/2009                           |  | F                              | V Amount (D) Price \$ 27.4  | 41,573 <sup>(4)</sup>   | D  |   |
| Common Stock                    | 04/01/2009                           |  | A                              | V Amount (D) Price \$ 0   | 2,190 <sup>(6)</sup> 6,962 <sup>(1) (3)</sup>   | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   | 25,429  | I  | Through 401(k) Plan                                   |
| Common Stock                    |                                      |  |                                |   | 13,801 <sup>(1) (2)</sup>   | I  | By Spouse 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit                      | \$ 0   | 04/01/2009                           |  | A                              | 18,979  | (5) (5)  | Common Stock  | 18,979                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| GRAHAM LARRY R<br>5959 S. SHERWOOD FOREST BLVD.<br>BATON ROUGE, LA 70816 | X             |           | COO and President |       |

## Signatures

/s/ Celeste R. Peiffer on behalf of Larry R. Graham pursuant to a Power of Attorney

04/03/2009

\_\_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) Includes 10 shares acquired under the Amedisys, Inc. 401(k) Plan since the date of the reporting person's last ownership report.
- (3) Includes 104 shares acquired under the Amedisys, Inc. Employee Stock Purchase Plan since the date of the reporting person's last ownership report.
- (4) Includes 10,624 shares owned jointly with the reporting person's spouse.

Assuming that the reporting person is employed by Amedisys, Inc. on each of the following dates, the Restricted Stock Units vest in three equal installments on April 1, 2010, April 1, 2011 and April 1, 2012. The shares of common stock underlying the vested Restricted Stock Units will be delivered on the respective vesting dates.

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- On April 1, 2009, the reporting person's spouse, in her capacity as an employee of Amedisys, Inc., was granted 2,190 shares of nonvested common stock. Assuming that the reporting person's spouse is employed by Amedisys, Inc. on each of the following dates, the shares will
- (6) vest in equal 1/3 increments on April 1, 2010, April 1, 2011 and April 1, 2012. 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.

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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