

KINDRED HEALTHCARE, INC  
Form 8-K  
May 23, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 22, 2008

**KINDRED HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-14057**  
(Commission File  
Number)  
**680 South Fourth Street**

**61-1323993**  
(IRS Employer  
Identification No.)

**Louisville, Kentucky**

(Address of principal executive offices)

**40202-2412**

(Zip Code)

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Registrant's telephone number, including area code: (502) 596-7300

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 22, 2008, the shareholders of Kindred Healthcare, Inc. (the Company ) approved the amendment and restatement of the Kindred Healthcare, Inc. 2001 Stock Incentive Plan, Amended and Restated (the Plan ). The amendment increased the number of authorized shares under the Plan by 1.5 million shares from 7,769,291 authorized shares to 9,269,291 authorized shares. No other changes were made to the Plan. The amendment, previously approved by the Company s Board of Directors, was subject to shareholder approval.

A copy of the Plan is attached hereto as Exhibit 10.1.

**Item 9.01.**

(d) Exhibits

Exhibit 10.1 Kindred Healthcare, Inc. 2001 Stock Incentive Plan, Amended and Restated

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

Date: May 23, 2008

By: /s/ Richard A. Lechleiter  
Richard A. Lechleiter  
Executive Vice President and Chief Financial Officer