

HEALTHSOUTH CORP  
Form 4  
May 06, 2014

**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 \*  
**GRINNEY JAY**

(Last) (First) (Middle)  
3179 OVERHILL ROAD  
(Street)

MOUNTAIN BROOK, AL 35223  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HEALTHSOUTH CORP [HLS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/02/2014

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)  
Pres & Chief Executive 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	(A) or (D)	Price
Healthsouth Common Stock	05/02/2014		M		8,400	A	\$ 26.05 1,115,029
Healthsouth Common Stock	05/02/2014		S		<u>3,400</u> <sup>(1)</sup>	D	\$ 35 1,111,629
Healthsouth Common Stock	05/02/2014		S		<u>5,000</u> <sup>(1)</sup>	D	\$ 35.574 1,106,629
Healthsouth Common	05/05/2014		M		22,600	A	\$ 26.05 1,129,229

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Stock

Healthsouth Common Stock	05/05/2014	S	10,000 (1)	D	\$ 34.483 (2)	1,119,229	D
Healthsouth Common Stock	05/05/2014	S	12,600 (1)	D	\$ 34.392 (3)	1,106,629	D
Healthsouth Common Stock	05/06/2014	M	19,000	A	\$ 26.05	1,125,629	D
Healthsouth Common Stock	05/06/2014	S	19,000 (1)	D	\$ 34.242 (4)	1,106,629	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 26.05	05/02/2014		M	8,400	05/08/2005 05/08/2014	Healthsouth Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 26.05	05/05/2014		M	22,600	05/08/2005 05/08/2014	Healthsouth Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 26.05	05/06/2014		M	19,000	05/08/2005 05/08/2014	Healthsouth Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRINNEY JAY 3179 OVERHILL ROAD MOUNTAIN BROOK, AL 35223	X		Pres & Chief Executive Officer	

## Signatures

John P. Whittington, attorney-in-fact for Jay  
Grinney

05/06/2014

\_\_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) These shares were sold in the market by the Company's equity plan administrator and the resulting proceeds are being delivered to the Company to satisfy the exercise price and tax withholding obligations associated with the exercise of all options expiring on May 8, 2014. This per share price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.45 to \$34.53, inclusive. The reporting person undertakes to provide to HealthSouth Corporation, any of its security holders, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (2) This per share price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.14 to \$34.57, inclusive. The reporting person undertakes to provide to HealthSouth Corporation, any of its security holders, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (3) This per share price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.07 to \$34.56, inclusive. The reporting person undertakes to provide to HealthSouth Corporation, any of its security holders, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (4) This per share price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.07 to \$34.56, inclusive. The reporting person undertakes to provide to HealthSouth Corporation, any of its security holders, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

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.