

AMEDISYS INC

Form 4

May 10, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pernosky Lawrence R

(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)
05/08/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	05/08/2017		M	V Amount	(A) or (D) Price		
				8,876	A \$ 27.35	30,093	D
Common Stock	05/08/2017		S	12,281	D \$ 58.65 (1)	17,812	D
Common Stock	05/09/2017		M	11,500	A \$ 27.35	29,312	D
Common Stock	05/09/2017		S	10,900	D \$ 58.75 (2)	18,412	D
	05/09/2017		S	600	D	17,812	D

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Common Stock					\$ 59.25 (3)			
Common Stock	05/10/2017		M	2,124	A	\$ 27.35	19,936	D
Common Stock	05/10/2017		M	5,626	A	\$ 27.35	25,562	D
Common Stock	05/10/2017		M	3,750	A	\$ 27.35	29,312	D
Common Stock	05/10/2017		S	11,300	D	\$ 58.99 (4)	18,012	D
Common Stock	05/10/2017		S	200	D	\$ 57.83 (5)	17,812	D
Common Stock	05/08/2017		S	214.9897	D	\$ 58.45	0	I
								Through 401(k) Plan

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 27.35	05/08/2017		M	8,876	(6)	05/01/2025	Common Stock 8,876
Stock Option (Right to Buy)	\$ 27.35	05/09/2017		M	11,500	(6)	05/01/2025	Common Stock 11,500

Stock Option (Right to Buy)	\$ 27.35	05/10/2017	M	2,124	<u>(6)</u>	05/01/2025	Common Stock	2,124
Stock Option (Right to Buy)	\$ 27.35	05/10/2017	M	5,626	<u>(7)</u>	05/01/2025	Common Stock	5,626
Stock Option (Right to Buy)	\$ 27.35	05/10/2017	M	3,750	<u>(8)</u>	05/01/2025	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pernosky Lawrence R 3854 AMERICAN WAY, SUITE A BATON ROUGE, LA 70816			Chief Human Resources Officer	

Signatures

/s/ David L. Kemmerly, pursuant to a power of attorney

05/10/2017

 **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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.30 to \$59.06, inclusive. The reporting person undertakes to provide to Amedisys, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2), (3), (4), and (5) to this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.20 to \$59.01, inclusive.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.22 to \$59.29, inclusive.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.62 to \$59.27, inclusive.

(5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.70 to \$57.96, inclusive.

(6) The reporting person was granted 45,000 time-based stock options (the "Time-Based Stock Options") on May 1, 2015. The Time-Based Stock Options are subject to time-based vesting conditions. The Time-Based Stock Options vested in equal, 25% installments on each of May 1, 2016 and May 1, 2017 and will vest in equal, 25% installments on each of May 1, 2018 and May 1, 2019, 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 Time-Based Stock Options.

(7)

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On May 1, 2015, the reporting person was granted 11,250 performance-based stock options (the "2015 Tranche Stock Options") that were subject to achievement of identified performance goals for fiscal year 2015, which the Compensation Committee of the Issuer's Board of Directors has certified as achieved. The 2015 Tranche Stock Options are subject to additional time-based vesting conditions (2,813 vested on May 1, 2016, 2,813 vested on May 1, 2017, 2,812 will vest on May 1, 2018 and 2,812 will vest on May 1, 2019), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the 2015 Tranche Stock Options.

- (8) On May 1, 2015, the reporting person was granted 11,250 performance-based stock options (the "2016 Tranche Stock Options") that were subject to achievement of identified performance goals for fiscal year 2016, which the Compensation Committee of the Issuer's Board of Directors has certified as achieved. The 2016 Tranche Stock Options are subject to additional time-based vesting conditions (one-third vested on May 1, 2017, and one-third will vest on each of May 1, 2018 and May 1, 2019), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the 2016 Tranche Stock Options.

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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