

AMEDISYS INC  
Form 4  
May 10, 2017

**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 \*  
Pernosky Lawrence R  
  
(Last) (First) (Middle)  
3854 AMERICAN WAY, SUITE A  
  
(Street)

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  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

BATON ROUGE, LA 70816

(City) (State) (Zip)

**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   |
| Common Stock                    | 05/08/2017                           |  | M                              |   | 8,876   | A  | \$ 27.35  |
| Common Stock                    | 05/08/2017                           |  | S                              |   | 12,281  | D  | \$ 58.65<br><u>(1)</u>                                |
| Common Stock                    | 05/09/2017                           |  | M                              |   | 11,500  | A  | \$ 27.35  |
| Common Stock                    | 05/09/2017                           |  | S                              |   | 10,900  | D  | \$ 58.75<br><u>(2)</u>                                |
|                                 | 05/09/2017                           |  | S                              |   | 600   | D  | 17,812  |

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|              |            |  |   |          |                 |                 |        |                     |
|--------------|------------|--|---|----------|-----------------|-----------------|--------|---------------------|
| Common Stock |            |  |   |          | \$ 59.25<br>(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<br>(4) | 18,012 | D                   |
| Common Stock | 05/10/2017 |  | S | 200      | D               | \$ 57.83<br>(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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<br>3854 AMERICAN WAY, SUITE A<br>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. 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.