

Ginn Scott G  
Form 4  
November 14, 2018

**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 \*  
Ginn Scott G

(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)  
11/12/2018

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 Financial 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2018		M	1,875 A	\$ 27.35 16,664 <sup>(1)</sup>	D	
Common Stock	11/12/2018		M	3,750 A	\$ 27.35 20,414 <sup>(1)</sup>	D	
Common Stock	11/12/2018		S	800 D	\$ 115.97 19,614 <sup>(1)</sup> <sup>(2)</sup>	D	
Common Stock	11/12/2018		S	4,095 D	\$ 117.1 <sup>(1)</sup> <sup>(3)</sup>	D	
Common Stock	11/12/2018		S	1,945 D	\$ 117.99 13,574 <sup>(1)</sup>	D	

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Common Stock	11/12/2018	S	800	D	(4) \$ 119.01	12,774 (1)	D	
					(5)			
Common Stock						2,651 (6)	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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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 27.35	11/12/2018		M	1,875	05/01/2018(7) 05/01/2025	Common Stock 1,875
Stock Option (right to buy)	\$ 27.35	11/12/2018		M	3,750	(8) 05/01/2025	Common Stock 3,750

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ginn Scott G 3854 AMERICAN WAY, SUITE A BATON ROUGE, LA 70816	Chief Financial Officer

## Signatures

/s/ Jennifer R. Guckert, pursuant to a power of attorney

11/14/2018

\_\_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 total amount of shares beneficially owned includes 887 shares held in an employee stock purchase plan account.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.46 to \$116.40, inclusive. The reporting person undertakes to provide to Amedisys, Inc. (the "Issuer"), any security holder of the

(2) 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 footnote (2) to this Form 4.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(3) \$116.49 to \$117.48, inclusive. The reporting person undertakes to provide to 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 footnote (3) to this Form 4.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(4) \$117.49 to \$118.48, inclusive. The reporting person undertakes to provide to 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 footnote (4) to this Form 4.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(5) \$118.49 to \$119.29, inclusive. The reporting person undertakes to provide to 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 footnote (5) to this Form 4.

(6) The information in this report is based on a plan statement dated as of September 30, 2018.

On May 1, 2015, the reporting person was granted an option to purchase 22,500 shares of common stock. The option vests based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2015, 2016, 2017 and 2018. The

(7) performance criteria for 2015 were met, resulting in vesting of the option as to 5,625 shares (the "2015 Tranche Options"), subject to additional time-based vesting as follows: one-third of the 2015 Tranche Options vested on May 1, 2016, one-third of the 2015 Tranche Options vested on May 1, 2017 and one-third of the 2015 Tranche Options vested on May 1, 2018.

On May 1, 2015, the reporting person was granted an option to purchase 22,500 shares of common stock. The option vests based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2015, 2016, 2017 and 2018. The

(8) performance criteria for 2016 were met, resulting in vesting of the option as to 5,625 shares (the "2016 Tranche Options"), subject to additional time-based vesting as follows: one-third of the 2016 Tranche Options vested on May 1, 2017, one-third of the 2016 Tranche Options vested on May 1, 2018 and one-third of the 2016 Tranche Options will vest on May 1, 2019, provided that the reporting person remains continuously employed by the Issuer on such date, subject to pro-rated vesting provisions as provided in the award agreement for the stock option.

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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