

AMEDISYS INC

Form 4

May 03, 2007

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAHAM LARRY R

(Last) (First) (Middle)

**5959 S. SHERWOOD FOREST
BLVD.**

(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)
05/01/2007

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)

COO

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	05/03/2007		M	4,444 A	\$ 4.05 46,421 ⁽¹⁾ ⁽⁷⁾	D ⁽¹⁾	
Common Stock	05/03/2007		S ⁽⁹⁾	4,444 D	\$ 35.25 41,977	D	
Common Stock	05/03/2007		M	3,556 A	\$ 13.58 45,533	I	Owned by Spouse
Common Stock	05/03/2007		S ⁽⁹⁾	3,556 D	\$ 35.25 41,977	I	Owned by Spouse
Common Stock	05/03/2007		M	444 A	\$ 4.05 42,421	I	Owned by Spouse

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Common Stock	05/03/2007	S ⁽⁹⁾	444	D	\$ 35.25	41,977	I	Owned by Spouse
Common Stock						25,582	I	Through 401(k) Plan
Common Stock						13,719 ⁽⁸⁾	I	Indirectly by Spouse 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
Restricted Stock Unit ⁽²⁾	\$ 0	05/01/2007		A		6,497		⁽³⁾	⁽³⁾	Common Stock	6,497
Stock Option (Right to Buy)	\$ 4.05	05/03/2007		M		4,444		⁽⁵⁾	01/02/2013	Common Stock	4,444
Stock Option (Right to Buy)	\$ 13.58	05/03/2007		M		3,556		⁽⁶⁾	02/25/2014	Common Stock	3,556
Stock Option (Right to Buy)	\$ 4.05	05/03/2007		M		444		⁽⁵⁾	01/02/2013	Common Stock	444

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAHAM LARRY R 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816			COO	

Signatures

/s/ Larry R.
Graham

05/03/2007

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).
 - Includes 10,624 shares owned jointly with the reporting person's spouse. Also includes 2,468 shares owned by the reporting person's
- (1) spouse, for which he disclaims beneficial ownership. This report shall not be deemed an admission of beneficial ownership of these securities, for purposes of Section 16 or for other purposes.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Amedisys, Inc. Common Stock.
- (3) The Restricted Stock Units vest in four annual installments beginning May 1, 2008. Vested shares will be delivered to the reporting person on May 1, 2012.
- (4) The Stock Options were issued in the name of the reporting persons's spouse, in her capacity as an employee of the Company. This report shall not be deemed an admission of beneficial ownership of these securities, for purposes of Section 16 or for other purposes.
- (5) The option vested in three equal installments on January 2, 2004, 2005 and 2006.
- (6) The option vested in three equal installments on February 26, 2005, 2006 and 2007.
- (7) Includes 1163 shares acquired under the Company's Employee Stock Purchase Plan by the reporting person and the reporting person's spouse since the date of the reporting person's last ownership report.
- (8) Includes 138 shares acquired under the Company's 401(k) plan since the date of the reporting person's last ownership report
- (9) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person

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.