

AMEDISYS INC

Form 4

May 23, 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  
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2005  
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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)  
**05/22/2007**

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)

COO

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 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	05/22/2007		M <sup>(1)</sup>	27,444 A	\$ 12.16 69,421 <sup>(3)</sup> <sup>(5)</sup>	D	
Comon Stock	05/22/2007		S	27,444 D	\$ 37.5 41,977 <sup>(3)</sup>	D	
Common Stock					25,582 <sup>(3)</sup>	I	Through 401(k) Plan
Common Stock					13,719 <sup>(3)</sup> <sup>(6)</sup>	I	Indirectly by Spouse Through 401(k)

Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.16 (4)	05/22/2007		M	27,444 (4)	08/01/2004 <sup>(2)</sup> 01/31/2014	Common Stock	27,444 (4)

## 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 05/23/2007

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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) 50% exercisable on the date indicated, 25% exercisable on February 1, 2005 and 25% exercisable on August 1, 2005.
- (3) On December 4, 2006, the common stock of Amedisys, Inc. split 4-for-3. Ownership totals are reflected on a split-adjusted basis.

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- (4) This option was previously reported as covering 20,583 shares at an exercise price of \$16.21 per share, but was adjusted to reflect the stock split that occurred on December 4, 2006.

Includes 10,624 shares owned jointly with the reporting person's spouse. Also includes 2,468 shares owned by the reporting person's

- (5) 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.

- (6) The reporting person disclaims beneficial ownership of these securities. This report shall not be deemed an admission of beneficial ownership of these securities, for purposes of Section 16 or for other purposes.

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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