

AMEDISYS INC  
Form 4  
June 08, 2015

**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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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ginn Scott G

(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)  
06/04/2015

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 below) \_\_X\_\_ Other (specify below)  
Principal Accounting Officer / SVP -  
Accounting & Controller

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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information contained in this form are not  
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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<br>Security | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>Underlying Security |
|------------------------------------|---------------|-----------------------------------------|----------------------------------|------------------------------|-----------|--------------------------------------------|--------------------------------------------|
|------------------------------------|---------------|-----------------------------------------|----------------------------------|------------------------------|-----------|--------------------------------------------|--------------------------------------------|

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| (Instr. 3)                                                 | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year)    |     | (Instr. 3 and 4)    |                    |                 |                                        |
|------------------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------------|---------------------|-----|---------------------|--------------------|-----------------|----------------------------------------|
|                                                            |                                                   |                         | Code               | V                                                                                 | (A)                 | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted Stock<br>Unit (Time-Based<br>Vesting)           | <u>(1)</u>                                        | 06/04/2015              | A                  |                                                                                   | 7,500<br><u>(1)</u> |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock | 7                                      |
| Restricted Stock<br>Unit<br>(Performance-Based<br>Vesting) | <u>(2)</u>                                        | 06/04/2015              | A                  |                                                                                   | 7,500<br><u>(2)</u> |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 7                                      |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                                 |                                  |
|---------------------------------------------------------------------------|---------------|-----------|---------------------------------|----------------------------------|
|                                                                           | Director      | 10% Owner | Officer                         | Other                            |
| Ginn Scott G<br>5959 S. SHERWOOD FOREST<br>BLVD.<br>BATON ROUGE, LA 70816 |               |           | Principal Accounting<br>Officer | SVP - Accounting &<br>Controller |

## Signatures

Celeste R. Peiffer on behalf of Scott G. Ginn pursuant to a Power of Attorney

06/08/2015

          \*\*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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock. The RSUs awarded are subject to time-based vesting conditions and will vest in equal, one-third installments on each of June 4, 2019, June 4, 2020 and June 4, 2021, provided that the Reporting Person remains employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.

(2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock. The RSUs awarded are subject to performance-based vesting and will vest, if at all, based (i) on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal years 2015 through 2018, respectively, and (ii) additional time-based vesting conditions (1/3 at the end of the applicable performance period; 1/3 12 months thereafter and 1/3 24 months thereafter), assuming the Reporting Person remains continuously employed by the Issuer on each date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs. The number of performance-based vesting RSUs listed in Table II, Column 5 represents the maximum number of shares of common stock the Reporting Person would receive based on the satisfaction of all of the pre-determined performance conditions.

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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