

AMEDISYS INC
Form 4/A
May 13, 2016

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 *
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)
03/03/2016

4. If Amendment, Date Original Filed (Month/Day/Year)
03/28/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
See Remarks

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned 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)
				(A) or (D)	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr.)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(2)</u>	03/03/2016	M	1,875 <u>(1)</u>						<u>(2)</u>	<u>(2)</u>	Common Stock	1,875
Restricted Stock Unit	<u>(3)</u>	03/24/2016	M	5,247 <u>(1)</u>						<u>(3)</u>	<u>(3)</u>	Common Stock	5,247

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ginn Scott G 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816				See Remarks

Signatures

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

05/13/2016

 **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) This amendment is being filed to report the deemed disposition of performance-based Restricted Stock Units ("RSUs") in connection with the acquisition of the underlying common stock upon the vesting of the RSUs previously reported on a Form 4 filed on March 28, 2016.

Each RSU represents a contingent right to receive one share of the Issuer's common stock. The RSUs 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

(2) 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 9 represents the maximum number of shares of common stock the Reporting Person would receive based on the satisfaction of all of the remaining pre-determined performance conditions.

(3) Each RSU represented a contingent right to receive one share of the Issuer's common stock with vesting conditions based on the Issuer's compound total shareholder return (TSR) over defined measurement periods. The number of shares of Issuer common stock earned upon the vesting of the RSUs was 8,396, which amount represents 160% of the number of RSUs reported in Column 5 of Table II of the Reporting Person's Form 4 filed on April 3, 2013.

Remarks:

Principal Accounting Officer, SVP - Accounting and Controller

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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