

AMEDISYS INC
Form 4
May 12, 2009

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 *
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)
05/08/2009

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 and President

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 05/08/2009 | | S | V | 7,179 | D | |
| | | | | (A) or (D) | \$ 30,690 ⁽⁴⁾ ⁽⁵⁾ | | |
| | | | | | 37.74 ⁽⁷⁾ | | |
| Common Stock | | | | | 5,595 ⁽¹⁾ ⁽³⁾ | I | By Spouse |
| | | | | | ⁽⁵⁾ | | |
| Common Stock | | | | | 25,830 ⁽⁶⁾ | I | Through 401(k) Plan |
| Common Stock | | | | | 13,908 ⁽¹⁾ ⁽²⁾ | I | By Spouse Through 401(k) Plan |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/ Celeste R. Peiffer on behalf of Larry R. Graham pursuant to a Power of Attorney
 **Signature of Reporting Person
 Date 05/12/2009

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 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.
- (2) Includes 107 shares acquired under the Amedisys, Inc. 401(k) Plan by the reporting person's spouse, who is also an employee of Amedisys, Inc., since the date of the reporting person's last ownership report.
- (3) Includes 614 shares acquired by the reporting person's spouse, who is also an employee of Amedisys, Inc., under the Amedisys, Inc. Employee Stock Purchase Plan since the date of the reporting person's last ownership report.
- (4) Held jointly with the reporting person's spouse.
- (5)

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Since the date of the reporting person's last ownership report, he and his spouse (who is also an employee of Amedisys, Inc.) combined multiple brokerage accounts (some of which were individually controlled, others of which were under joint control) that held shares of Amedisys, Inc. common stock into one jointly-controlled brokerage account. As such, the reporting person no longer disclaims beneficial ownership of certain shares of Amedisys, Inc. common stock previously held solely in the name of his spouse, and certain shares of Amedisys, Inc. common stock previously held solely in the name of his spouse are now included in the reporting person's direct ownership totals.

- (6) Includes 401 shares acquired under the Amedisys, Inc. 401(k) Plan since the date of the reporting person's last ownership report.
- (7) Includes 614 shares acquired under the Amedisys, Inc. Employee Stock Purchase Plan since the date of the reporting person's last ownership report.

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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