

AMEDISYS INC  
Form 4  
May 03, 2007

**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)  
**05/01/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 05/03/2007                           |  | M                              | 4,444 A \$ 4.05   | 46,421 <sup>(1)</sup> <sup>(7)</sup>  | D <sup>(1)</sup>   |   |
| Common Stock                    | 05/03/2007                           |  | S <sup>(9)</sup>               | 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 <sup>(9)</sup>               | 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 <sup>(9)</sup> | 444 | D | \$ 35.25 | 41,977                | I | Owned by Spouse                          |
| Common Stock |            |  |                  |     |   |          | 25,582                | I | Through 401(k) Plan                      |
| Common Stock |            |  |                  |     |   |          | 13,719 <sup>(8)</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.

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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) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Restricted Stock Unit <sup>(2)</sup>       | \$ 0   | 05/01/2007                           |  | A                              | 6,497   | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock               | 6,497 |
| Stock Option (Right to Buy)                | \$ 4.05  | 05/03/2007                           |  | M                              | 4,444   | <sup>(5)</sup>   | 01/02/2013  | Common Stock               | 4,444 |
| Stock Option (Right to Buy)                | \$ 13.58   | 05/03/2007                           |  | M                              | 3,556   | <sup>(6)</sup>   | 02/25/2014  | Common Stock               | 3,556 |
| Stock Option (Right to Buy)                | \$ 4.05  | 05/03/2007                           |  | M                              | 444   | <sup>(5)</sup>   | 01/02/2013  | Common Stock               | 444   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GRAHAM LARRY R<br>5959 S. SHERWOOD FOREST BLVD.<br>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.

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