HEALTHSOUTH CORP

Form 4 January 03, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

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0.5

if no longer subject to

Check this box

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Price Andrew L

(First)

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HEALTHSOUTH CORP [HLS]

(Check all applicable)

3660 GRANDVIEW

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/02/2014

Director 10% Owner X_ Officer (give title Other (specify

below)

PARKWAY, SUITE 200

4. If Amendment, Date Original

Chief Accounting Officer 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BIRMINGHAM, AL 35243

1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired Execution Date, if Transaction(A) or Disposed of (D)

5. Amount of Securities Beneficially

7. Nature of Ownership Form:

(Instr. 4)

Indirect Beneficial Ownership

(Month/Day/Year)

Code (Instr. 3, 4 and 5) (Instr. 8)

Owned Following Reported Transaction(s) Direct (D) or Indirect (Instr. 4) (I)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

Healthsouth Common

Stock

01/02/2014

3,659 F (1)

D 33.28

46,127

D

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

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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)

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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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D)	Expiration D (Month/Day/ e	Date Exercisable and piration Date onth/Day/Year)		le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Price Andrew L

3660 GRANDVIEW PARKWAY

SUITE 200

BIRMINGHAM, AL 35243

Chief Accounting Officer

Signatures

/s/ John P. Whittington, attorney-in-fact for Mr. Price

1100

01/03/2014

**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) These shares were withheld or surrendered to pay the insider's tax withholding obligations incurred in connection with the vesting of the related restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2