

Fleming Michael O.
Form 4
April 03, 2013

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fleming Michael O.

(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)

04/01/2013

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) ____ Other (specify below)

Chief Medical Officer

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 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	04/01/2013		A	(A) or (D) Amount 6,501 (1)	\$ 0	18,349	D
Common Stock	04/01/2013		F	832	\$ 10.96	17,517	D
Common Stock					679 (2)	I	Through 401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	04/01/2013		A		6,501		(3)	04/01/2018	Common Stock	6,501

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fleming Michael O.
5959 S. SHERWOOD FOREST BLVD.
BATON ROUGE, LA 70816

Chief Medical Officer

Signatures

Celeste R. Peiffer on behalf of Michael O. Fleming pursuant to a Power of Attorney

04/03/2013

__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) The shares awarded are subject to service-based vesting conditions and will vest in equal, one-third increments on each of April 1, 2014, April 1, 2015 and April 1, 2016, provided that the reporting person remains employed by the issuer on each such date.

(2) Includes 282 shares acquired by the reporting person under the Amedisys, Inc. 401(k) Plan since the date of the reporting person's last report.

Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Amedisys, Inc. (the "Company") common stock with vesting conditions based on the Company's compound total shareholder return (TSR) over defined measurement periods. The

(3) number of shares of Company common stock earned upon vesting of the RSUs will (i) depend on (a) the actual compound TSR achieved and (b) the applicable measurement period and (ii) will range from 17% to 160% of the number of RSUs reported in Column 5 of Table II, assuming the reporting person remains continuously employed by the Company through the vesting date.

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.