

AMEDISYS INC  
Form 4  
April 04, 2011

**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 \*  
**BORNE WILLIAM F**

(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)  
**04/01/2011**

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)  
**Chief Executive Officer / Chairman of the Board**

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)	(A) or (D)	5. Amount or Price	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 Ownership (Instr. 4)
Common Stock	04/01/2011		M	20,366	A	\$ 0	190,762	D	
Common Stock	04/01/2011		A	28,644	A	\$ 0	219,406 <sup>(5)</sup>	D	
Common Stock	04/01/2011		F	1,872	D	\$ 32.73	217,524	D	
Common Stock							19,249	I	Through 401(k)
Common Stock							15,000 <sup>(1)</sup>	I	By Spouse

Common Stock	15,000 <sup>(1)</sup>	I	By William F. Borne Family Trust
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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit	(2)	04/01/2011		M	9,124	(3)	(3)	Common Stock	9,124
Restricted Stock Unit	(2)	04/01/2011		M	11,242	(4)	(4)	Common Stock	11,242

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORNE WILLIAM F 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816	X		Chief Executive Officer	Chairman of the Board

## Signatures

/S/ Celeste R. Peiffer on behalf of William F. Borne pursuant to a Power of Attorney

04/01/2011

\_\_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).

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- (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) Each Restricted Stock Unit represents a contingent right to receive one share of the issuer's Common Stock.  
On April 1, 2009, the reporting person was awarded Restricted Stock Units that vest in three equal annual installments on April 1, 2010, April 1, 2011, and April 1, 2012 assuming the reporting person remains continuously employed by the issuer from the grant date until the applicable vesting date. Upon vesting, each Restricted Stock Unit is settled by delivery of the underlying shares of Common Stock.
- (3) On February 22, 2011, the reporting person was awarded Restricted Stock Units that vest in two equal annual installments on April 1, 2011 and April 1, 2012, assuming the reporting person remains continuously employed by the issuer from the grant date until the applicable vesting date. Upon vesting, each Restricted Stock Unit is settled by delivery of the underlying shares of Common Stock.
- (4) The shares granted are subject to time-based vesting conditions and will vest in one-third installments on April 1, 2012, April 1, 2013 and April 1, 2014, provided that the reporting person is still employed by the issuer on each such date.
- (5)

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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