AMEDISYS INC Form 4

February 23, 2007

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

Estimated average burden hours per response... 0.5

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).

(Print or Type Responses)

1. Name and Ad GRAHAM L	-	ting Person *	2. Issuer Name and Ticker or Trading Symbol AMEDISYS INC [AMED]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
5959 S. SHERWOOD FOREST BLVD.			02/23/2007	X Officer (give title Other (specify below) COO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
BATON ROUGE, LA 70816				Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ities Acq	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	4 and (A) or	d of 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)
Common Stock	02/23/2007		Code V F	Amount 677	(D)	Price \$ 34.8	40,810 (4)	D (1)	
Common Stock							25,582 (2) (4)	I	Through 401(k) plan
Common Stock							13,580 (3) (4)	I	Owned 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
									ount	
						Date	Expiration	or		
						Exercisable	Date	Title Num	mber	
								of		
				Code V	(A) (D)			Sha	ires	

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

GRAHAM LARRY R 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816

COO

Signatures

/s/ Larry R. Graham

02/23/2007

**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 819 shares owned by the reporting person's spouse, for which he disclaims beneficial ownership. This report shall not be deemed an admission of benedicial ownership of these
- (1) securities, for purposes of Section 16 or for other purposes. The 819 shares owned by the reporting person's spouse were acquired via the Amedisys, Inc. 1998 Employee Stock Purchase Plan, under which plan the reporting person's spouse acquired 252 additional shares since the reporting person's last ownership report.
- (2) Includes 526 shares acquired under the Amedisys, Inc. 401(k) plan since the date of the reporting person's last ownership report.
- The reporting person disclaims beneficial ownership of the shares held by his spouse under the Amedisys, Inc. 401(k) plan. This report shall not be deemed an admission of benedicial ownership of these securities, for purposes of Section 16 or for other purposes.

Reporting Owners 2

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(4) On December 4, 2006, the common stock of Amedisys, Inc. split 4-for-3. Ownership totals are reflected on a split-adjusted basis. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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.