### Edgar Filing: DIAZ PAUL J - Form 4

DIAZ PAUL Form 4 March 23, 20												
FORM	Л	TATES						IGE (	COMMISSION		PPROVAL 3235-0287	
Washington, D.C. 20549Check 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 					Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5							
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> DIAZ PAUL J			2. Issuer Name <b>and</b> Ticker or Trading Symbol KINDRED HEALTHCARE, INC [KND]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(1			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/20/2009</li></ul>					X Director 10% Owner X Officer (give title Other (specify below) below) President and CEO				
				Amendment, Date Original d(Month/Day/Year)					<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
LOUISVILL	E, KY 40202									fore than One Re		
(City)	(State) (2	Zip)	Table	e I - Non-	Der	rivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code	tion (	(A) or Dis (D)	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/20/2009			А		29,255 (1)	А	\$0	326,472	D		

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.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securiti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 15.06	03/20/2009		А	6,640	03/20/2012 <sup>(2)</sup>	03/20/2016	Common Stock	6,64
Employee Stock Option (Right to Buy)	\$ 15.06	03/20/2009		А	59,102	03/20/2010 <u>(3)</u>	03/20/2016	Common Stock	59,1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DIAZ PAUL J 680 SOUTH FOURTH STREET LOUISVILLE, KY 40202	Х		President and CEO			

# Signatures

Paul J. Diaz	03/23/2009		
<u>**</u> 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 represent restricted stock granted to the reporting person. These shares vest in approximately equal annual installments over four years commencing on 3/20/10.
- (2) This option becomes fully exercisable on 3/20/12.
- (3) This option becomes exercisable in the following cumulative installments: 21,914 on 3/20/10, 21,914 on 3/20/11 and 15,274 on 3/20/12.

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.