

AMEDISYS INC  
Form 4  
July 22, 2016

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pearce David B.

(Last) (First) (Middle)

3854 AMERICAN WAY, SUITE A

(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)  
07/20/2016

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 Compliance 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock                       | 07/20/2016                              |   | A                                    | (A)<br>or<br>(D)<br>Amount<br>7,522<br>(1)<br>Price<br>\$ 0                | 7,522  | 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  
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number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|---|---|---|---|--|--|---|-------------------------------------|
|   |   |   |   | Code V (A) (D)                          |  | Date<br>Exercisable Expiration<br>Date                         | Title   |                                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 52.61  | 07/20/2016                              |   | A                                       | 14,521   | (2) 07/20/2026   | Common<br>Stock   | 14,521                              |
| Restricted<br>Stock<br>Units                        | (3)   | 07/20/2016                              |   | A                                       | 22,565   | (3) (3)  | Common<br>Stock   | 22,565                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Pearce David B.<br>3854 AMERICAN WAY, SUITE A<br>BATON ROUGE, LA 70816 | Chief<br>Compliance<br>Officer   |

## Signatures

/s/ Jennifer R. Guckert, pursuant to a power of attorney

07/22/2016

\_\_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 Issuer awarded the Reporting Person 7,522 shares of time-based Restricted Stock Units ("RSUs"), each of which represents a contingent right to receive one share of the Issuer's common stock, and will vest in equal, 25% installments on each of July 20, 2017, July 20, 2018, July 20, 2019 and July 20, 2020, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.
- (2) The Stock Options are subject to time-based vesting conditions and will vest in equal, 25% installments on each of July 20, 2017, July 20, 2018, July 20, 2019 and July 20, 2020, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to pro-rated vesting provisions as provided in the award agreement for the Stock Options.
- (3) The RSUs awarded are subject to performance-based vesting and will vest (i) on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal years 2016 through 2019, respectively, and (ii) additional time-based vesting conditions (2016 Tranche: one-third on each of July 20, 2017, 2018 and 2019; 2017 Tranche: one-third on each of July 20, 2018, 2019 and 2020; 2018 Tranche: one-third on each of July 20, 2019, 2020 and 2021; 2019 Tranche: one-third on each of July 20, 2020, 2021 and 2022), assuming the Reporting Person remains

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continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.

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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