KINDRED Form 4	HEALTHCARE	, INC								
May 09, 200	ЛЛ								OMB AF	PROVAL
	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287
Check th			vv a	sinigton,	D.C. 20.	J - J			Expires:	January 31,
if no longer subject to Section 16. Form 4 or			F CHAN	IGES IN SECUR		[CIA]	L OWN	NERSHIP OF	Estimated average burden hours per response 0	
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the	Public U		ling Com	ipany	Act of	e Act of 1934, 1935 or Sectior 0	1	
(Print or Type	Responses)									
	Address of Reporting DUGH MARK A		Symbol	r Name and				5. Relationship of Issuer	Reporting Pers	son(s) to
			KINDR [KND]	ED HEA	LTHCAF	RE, II	NC	(Checl	k all applicable)
(Last) 680 SOUT	(First) H FOURTH STR	(Middle) LEET	3. Date of (Month/E 05/07/2	-	ransaction			Director X Officer (give below) Presider		Owner er (specify Div
LOUISVIL	(Street) LE, KY 40202			endment, Da nth/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	int/Group Filin Dne Reporting Pe	g(Check rson
(City)	(State)	(Zip)	Tabl	le I - Non-D)erivative (Securi	ties Aca	uired, Disposed of	or Beneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	ned	3.	4. Securit on(A) or Dis (Instr. 3, 4)	ies Ac sposed	quired of (D)	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
Common Stock	05/07/2007			М	2,570	A	\$ 23.89	29,904	D	
Common Stock	05/07/2007			М	4,953	А	\$ 31.09	34,857	D	
Common Stock	05/07/2007			М	11,500	А	\$ 31.14	46,357	D	
Common Stock	05/07/2007			М	1,292	А	\$ 21.99	47,649	D	
Common Stock	05/07/2007			М	3,600	А	\$ 15.91	51,249	D	

Common Stock	05/07/2007	М	9,788	А	\$ 11.03	61,037	D
Common Stock	05/07/2007	М	3,203	А	\$ 23.89	64,240	D
Common Stock	05/07/2007	М	1,412	А	\$ 21.99	65,652	D
Common Stock	05/07/2007	S	600	D	\$ 32.9	65,052	D
Common Stock	05/07/2007	S	3,892	D	\$ 32.92	61,160	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)

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. Transacti Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 23.89	05/07/2007		М		2,570	07/26/2005 <u>(1)</u>	07/26/2014	Common Stock	2,57
Employee Stock Option (Right to Buy)	\$ 31.09	05/07/2007		М		4,953	12/14/2005 <u>(2)</u>	04/27/2012	Common Stock	4,95
Employee Stock Option (Right to Buy)	\$ 31.14	05/07/2007		М		11,500	12/14/2005 <u>(2)</u>	08/10/2012	Common Stock	11,5
	\$ 21.99	05/07/2007		М		1,292	02/23/2007(2)	02/23/2013		1,29

Employee Stock Option (Right to Buy)							Common Stock	
Employee Stock Option (Right to Buy)	\$ 15.91	05/07/2007	М	3,600	07/23/2003 <u>(3)</u>	07/23/2012	Common Stock	3,60
Employee Stock Option (Right to Buy)	\$ 11.03	05/07/2007	М	9,788	07/22/2004(4)	07/22/2013	Common Stock	9,78
Employee Stock Option (Right to Buy)	\$ 23.89	05/07/2007	М	3,203	07/26/2005(5)	07/26/2014	Common Stock	3,20
Employee Stock Option (Right to Buy)	\$ 21.99	05/07/2007	М	1,412	02/23/2007 <u>(6)</u>	02/23/2013	Common Stock	1,41

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCCULLOUGH MARK A 680 SOUTH FOURTH STREET LOUISVILLE, KY 40202			President, Pharmacy Div				
0.							

Signatures

Mark A. McCullough 05/09/2007 <u>**</u>Signature of Date Reporting Person

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) This option is exercisable in the following cumulative installments: 1,285 on 7/26/05 and 1,285 on 7/26/06.

(2) This option is fully vested on 12/14/05.

(3) This option is exercisable in cumulative equal annual installments over four years commencing on 7/23/03.

Reporting Owners

- (4) This option is exercisable in the following cumulative installments: 1,190 on 7/22/04, 4,298 on 7/22/05 and 4,300 on 7/22/06.
- (5) This option becomes exercisable in the following cumulative installments: 1,602 on 7/26/05, 1,601 on 7/26/06 and 2,886 on 7/26/07.
- (6) This option becomes exercisable in the following cumulative installments: 1,412 on 2/23/07, 2,704 on 2/23/08, 2,704 on 2/23/09 and 2,704 on 2/23/10.

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.