

AMEDISYS INC
Form 4
October 31, 2007

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 *
GRAHAM LARRY R

(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)
10/30/2007

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)
COO and President

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) | 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|---|---------------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 10/30/2007 | | M ⁽¹⁾ | | 1,778 (5) | A | \$ 44.25 | 4,539 (3) (5) (9) | I | By Spouse |
| Common Stock | 10/30/2007 | | S ⁽¹⁾ | | 1,778 (5) | D | \$ 44.25 | 2,761 (3) (5) (9) | I | By Spouse |
| Common Stock | 10/30/2007 | | M ⁽¹⁾ | | 10,000 (5) | A | \$ 21.89 | 12,761 (3) (5) (9) | I | By Spouse |
| Common Stock | 10/30/2007 | | S ⁽¹⁾ | | 10,000 (5) | D | \$ 44.25 | 2,761 (3) (5) (9) | I | By Spouse |
| Common Stock | | | | | | | | 25,582 (3) | I | Through 401(k) Plan |

| | | | |
|--------------|--|---|-------------------------------|
| Common Stock | 13,745 ⁽³⁾ ⁽⁵⁾ <u>(8)</u> | I | By Spouse Through 401(k) Plan |
| Common Stock | 40,730 ⁽³⁾ ⁽¹⁰⁾ | 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.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 13.58 ⁽⁴⁾ | 10/30/2007 | | M ⁽¹⁾ | 1,778 ⁽⁴⁾ ⁽⁵⁾ | 02/26/2005 ⁽²⁾ 02/25/2014 | Common Stock | 1,778 |
| Employee Stock Option (Right to Buy) | \$ 21.89 ⁽⁶⁾ | 10/30/2007 | | M ⁽¹⁾ | 10,000 ⁽⁵⁾ ⁽⁶⁾ | 01/14/2005 ⁽⁷⁾ 01/13/2015 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAHAM LARRY R 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816 | | | COO and President | |

Signatures

/s/ Larry R.
Graham

10/31/2007

__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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person's spouse.
- (2) 33.33% exercisable on the date indicated, 33.33% exercisable on February 26, 2006 and 33.33% exercisable on February 26, 2007.
- (3) On December 4, 2006, the common stock of Amedisys, Inc. split 4-for-3. Ownership totals are reflected on a split-adjusted basis.
This option was previously reported as covering a total of 4,000 shares at an exercise price of \$18.10 per share (immediately prior to the transaction date, options covering only 1,778 shares remained issued and outstanding), but was adjusted to 5,334 shares at an exercise price of \$13.58 as a result of the 4-for-3 stock split that occurred on December 4, 2006.
- (4) 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.
- (5) This option was previously reported as covering a total of 7,500 shares at an exercise price of \$29.18 per share, but was adjusted to 10,000 shares at an exercise price of \$21.89 as a result of the 4-for-3 stock split that occurred on December 4, 2006.
- (6) 33.33% exercisable on the date indicated, 33.33% exercisable on February 26, 2006 and 33.33% exercisable on February 26, 2007.
- (7) Includes 26 shares acquired under AMED's 401(k) plan by the reporting person's spouse since the date of the reporting person's last ownership report.
- (8) Includes 293 shares acquired under AMED's Employee Stock Purchase Plan since the date of the reporting person's last ownership report.
- (9) Includes 10,624 shares owned jointly with the reporting person's spouse.

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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