

Kemmerly David L
 Form 4
 February 22, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Kemmerly David L

(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)
 02/20/2019

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)

See Remarks

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/20/2019 | | M | | 3,125 A \$ 0 | 21,187 ⁽¹⁾ | D |
| Common Stock | 02/20/2019 | | A | | 1,328 ⁽²⁾ A \$ 0 | 22,515 ⁽¹⁾ | D |
| Common Stock | | | | | | 445 ⁽³⁾ | I Through 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|-------|-----|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Units | (4) | 02/20/2019 | | M | | 3,125 | | (4) | (4) | Common Stock | 3,125 |
| Stock Option (Right to Buy) | \$ 27.35 | 02/20/2019 | | A | | 9,375 | | (5) | 05/01/2025 | Common Stock | 9,375 |
| Stock Option (Right to Buy) | \$ 127.11 | 02/20/2019 | | A | | 2,898 | | (6) | 02/20/2029 | Common Stock | 2,898 |
| Restricted Stock Units | (7) | 02/20/2019 | | A | | 2,656 | | (7) | (7) | Common Stock | 2,656 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kemmerly David L 3854 AMERICAN WAY, SUITE A BATON ROUGE, LA 70816 | | | See Remarks | |

Signatures

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

02/22/2019

__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) Includes 210 shares held in an employee stock purchase plan account.
- (2) The Issuer awarded the Reporting Person 1,328 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 February 20, 2020, 2021, 2022 and 2023, 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.
- (3) The information in this report is based on a plan statement dated as of December 31, 2018.
- (4) The RSUs 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 2015 through 2018, respectively, and (ii) additional time-based vesting conditions (2015 Tranche: one-third on each of June 4, 2016, 2017 and 2018; 2016 Tranche: one-third on each of June 4, 2017, 2018 and 2019; 2017 Tranche: one-third on each of June 4, 2018, 2019 and 2020; and 2018 Tranche: one-third on June 4, 2019, and two-thirds on June 4, 2020), assuming 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. The performance criteria for fiscal year 2018 were met.
- (5) The performance-based vesting conditions of certain Stock Options reported on a Form 3 filed on May 2, 2016 were satisfied based on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2018. The Stock Options are subject to additional time-based vesting conditions (one-third on May 1, 2019, and two-thirds on May 1, 2020), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.
- (6) The Stock Options are subject to time-based vesting conditions and will vest in equal, 25% installments on each of February 20, 2020, 2021, 2022 and 2023, 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.
- (7) The performance-based RSUs will vest based on certification of achievement of an identified performance measure for 2019, with additional time-based vesting in equal 25% installments on each of February 20, 2020, 2021, 2022 and 2023, assuming the Reporting Person remains continuously employed on the vesting date. The amount reported represents the amount of shares payable at target performance; the Reporting Person could earn 50%-200% of the amount reported depending on the level of performance achieved.

Remarks:

General Counsel and Senior Vice President of Government Affairs

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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