

AMEDISYS INC

Form 4

December 21, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LABORDE RONALD A

(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)
12/17/2015

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)

Vice Chairman and CFO

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	(D)	Price

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

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SEC 1474
(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options (Right to Buy)	\$ 41.38	12/17/2015	A		75,000		(1)	12/17/2025	Common Stock
Restricted Share Units (Time-Based Vesting)	(2)	12/17/2015	A		27,500		(2)	(2)	Common Stock
Restricted Share Units (Performance-Based Vesting)	(3)	12/17/2015	A		27,500		(3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LABORDE RONALD A 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816	X Vice Chairman and CFO

Signatures

/s/ Celeste Rasmussen Peiffer o/b/o Ronald A. LaBorde pursuant to a power of attorney

12/21/2015

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).

The Stock Options are subject to time-based vesting conditions and will vest in equal, 25% installments on each of December 17, 2016, (1) December 17, 2017, December 17, 2018 and December 17, 2019, 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 Stock Options.

Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock. The RSUs are (2) subject to time-based vesting conditions and will vest in equal, 25% installments on each of December 17, 2016, December 17, 2017, December 17, 2018 and December 17, 2019, 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

The RSUs awarded are subject to performance-based vesting and will vest, if at all, based (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, (3) respectively, and (ii) additional time-based vesting conditions (2015 Tranche: 25% on each of December 17, 2016, 2017, 2018 and 2019; 2017 Tranche: 33.33% on each of December 17, 2018, 2019 and 2020; 2018 Tranche: 50% on each of December 17, 2018 and 2019; and 2018 Tranche: 100% on December 17, 2019, 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.

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- (4) The number of shares of common stock listed in Table II, Column 7 represents the maximum number of shares of common stock the Reporting Person would receive based on the satisfaction of all of the pre-determined performance conditions

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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