

AMERICAN HEALTHWAYS INC
 Form 4/A
 February 08, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
HERR HENRY D

2. Issuer Name and Ticker or Trading Symbol
AMERICAN HEALTHWAYS INC [AMHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
AMERICAN HEALTHWAYS, INC., 3841 GREEN HILLS VILLAGE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
NASHVILLE, TN 37215

4. If Amendment, Date Original Filed(Month/Day/Year)
01/15/2004

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 Ownership (Instr. 4)
Common Stock	01/14/2004		G	V Amount (D) Price 6,820 D \$ 26.9	411,046 ⁽¹⁾	D	
Common Stock					60,000 ⁽¹⁾	I	Held by Henry D. Herr 2003 AMHC GRAT

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

