

AMEDISYS INC

Form 4/A

June 10, 2008

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

(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)

06/05/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/03/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

COO and President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/05/2008 ⁽⁸⁾		A	3,454 ⁽⁴⁾	A \$ 0 44,184 ⁽⁵⁾	D	
Common Stock	06/05/2008 ⁽⁸⁾		A	1,451 ⁽⁷⁾	A \$ 0 4,240 ^{(1) (3)}	I	By Spouse
Common Stock					25,582	I	Through 401(k) Plan
Common Stock					13,791 ^{(1) (2)}	I	By Spouse Through 401(k) Plan

SEC 1474
(9-02)

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 Securities (Instr. 3 and 4)	8. Pr			
				Code	V	(A)	(D)				
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock Unit	\$ 0	06/05/2008 ⁽⁸⁾		A		9,307	(6)	(6)	Common Stock	9,307	\$

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

/s/ Celeste R. Peiffer on behalf of Larry R. Graham pursuant to a Power of Attorney

06/10/2008

 **Signature of Reporting Person

Date _____

* 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 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.
- (2) Includes 46 shares acquired under the Amedisys, Inc. 401(k) Plan since the date of the reporting person's last ownership report.
- (3) Includes 28 shares acquired under the Amedisys, Inc. Employee Stock Purchase Plan since the date of the reporting person's last ownership report.dfgdd
- (4) On April 1, 2008, the reporting person was granted 3,454 shares of nonvested common stock. Assuming that the reporting person is employed by Amedisys, Inc. on each of the following dates, the shares will vest in equal 1/3 increments on April 1, 2009, April 1, 2010

Edgar Filing: AMEDISYS INC - Form 4/A

and April 1, 2011.

- (5) Includes 10,624 shares owned jointly with the reporting person's spouse.

Assuming that the reporting person is employed by Amedisys, Inc. on each of the following dates, the Restricted Stock Units vest in three

(6) equal installments on April 1, 2009, April 1, 2010 and April 1, 2011. Vested Shares of common stock will not be delivered to the reporting person until April 1, 2013.

On April 1, 2008, the reporting person's spouse, in her capacity as an employee of Amedisys, Inc., was granted 1,451 shares of nonvested common stock. Assuming that the reporting person's spouse is employed by Amedisys, Inc. on each of the following dates, the shares will

- (7) vest in equal 1/3 increments on April 1, 2009, April 1, 2010 and April 1, 2011. 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.

The awards to the reporting person and the reporting person's spouse of Restricted Stock Units and/or nonvested common stock, as appropriate, reflected in the previously filed Form 4 (filed on April 3, 2008) were subject to shareholder approval of a new 2008 Omnibus

(8) Equity Compensation Plan. As a result, the effective date of such awards for purposes of this Form 4 is the date of shareholder approval of the plan, June 5, 2008, and the previously filed Form 4 is therefore being amended hereby to reflect a transaction date of June 5, 2008.

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.