

Kemmerly David L
 Form 4
 November 16, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 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)
 11/14/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/14/2018 | | M | | 3,125 | A | \$ 27.35 |
| | | | | | | | 21,177 ⁽¹⁾ |
| Common Stock | 11/14/2018 | | S | | 1,091 | D | \$ 116.61 |
| | | | | | | | 20,086 ⁽¹⁾ |
| | | | | | | | ⁽²⁾ |
| Common Stock | 11/14/2018 | | S | | 2,034 | D | \$ 117.02 |
| | | | | | | | 18,052 ⁽¹⁾ |
| | | | | | | | ⁽³⁾ |
| Common Stock | | | | | | | 446 ⁽⁴⁾ |
| | | | | | | I | Through 401(k) Plan |

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 27.35 | 11/14/2018 | | M | 3,125 | ⁽⁵⁾ 05/01/2025 | Common Stock | 3,125 |

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

11/16/2018

__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 total amount of shares beneficially owned includes 200 shares held in an employee stock purchase plan account.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.36 to \$116.76, inclusive. The reporting person undertakes to provide to Amedisys, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

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(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.77 to \$117.76, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(4) The information in this report is based on a plan statement dated as of September 30, 2018.

On May 1, 2015, the reporting person was granted an option to purchase 37,500 shares of common stock. The option vests based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2015, 2016, 2017 and 2018. The performance criteria for 2016 were met, resulting in vesting of the option as to 9,375 shares (the "2016 Tranche Options"), subject to additional time-based vesting as follows: one-third of the 2016 Tranche Options vested on May 1, 2017, one-third of the 2016 Tranche Options vested on May 1, 2018 and one-third of the 2016 Tranche Options will vest on May 1, 2019, 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 option.

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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