

AMEDISYS INC
Form 4
May 23, 2007

FORM 4

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

OMB APPROVAL

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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 *
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)
05/22/2007

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)
COO

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)
Common Stock	05/22/2007		M ⁽¹⁾	V Amount A \$ 12.16	69,421 ⁽³⁾ ⁽⁵⁾	D	
Comon Stock	05/22/2007		S	27,444 D \$ 37.5	41,977 ⁽³⁾	D	
Common Stock					25,582 ⁽³⁾	I	Through 401(k) Plan
Common Stock					13,719 ⁽³⁾ ⁽⁶⁾	I	Indirectly by Spouse Through 401(k)

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

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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 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)
Stock Option (Right to Buy)	\$ 12.16 (4)	05/22/2007		M	27,444 (4)	08/01/2004(2) 01/31/2014	Common Stock 27,444 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAHAM LARRY R 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816			COO	

Signatures

/s/ Larry R. 05/23/2007
Graham

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) 50% exercisable on the date indicated, 25% exercisable on February 1, 2005 and 25% exercisable on August 1, 2005.
- (3) On December 4, 2006, the common stock of Amedisys, Inc. split 4-for-3. Ownership totals are reflected on a split-adjusted basis.

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- (4) This option was previously reported as covering 20,583 shares at an exercise price of \$16.21 per share, but was adjusted to reflect the stock split that occurred on December 4, 2006.

- (5) Includes 10,624 shares owned jointly with the reporting person's spouse. Also includes 2,468 shares owned by the reporting person's spouse, for which he disclaims beneficial ownership. This report shall not be deemed an admission of beneficial ownership of these securities, for purposes of Section 16 or for other purposes.

- (6) 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.

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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