

Pearce David B.
Form 4
May 15, 2018

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 *
Pearce David B.

2. Issuer Name and Ticker or Trading Symbol
AMEDISYS INC [AMED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3854 AMERICAN WAY, SUITE A

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2018

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

Chief Compliance Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BATON ROUGE, LA 70816

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/11/2018		S		984 D \$ 71.55	15,206	D
Common Stock	05/11/2018		M		3,659 A \$ 52.61	18,865	D
Common Stock	05/11/2018		S		355 D \$ 70.8 (1)	18,510	D
Common Stock	05/11/2018		S		3,304 D \$ 71.53 (2)	15,206	D
Common Stock						207 (3)	I Through 401(k)

Plan

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)	\$ 52.61	05/11/2018		M	3,659	⁽⁴⁾ 07/20/2026	Common Stock	3,659

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pearce David B. 3854 AMERICAN WAY, SUITE A BATON ROUGE, LA 70816			Chief Compliance Officer	

Signatures

/s/ Jennifer R. Guckert, pursuant to a power of attorney

05/15/2018

__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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.62 to \$70.91, 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 footnotes (1) and (2) to this Form 4.

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- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.00 to \$71.85, inclusive.
- (3) The information in this report is based on a plan statement dated as of March 31, 2018.
The Stock Options are subject to time-based vesting conditions. 3,659 Stock Options vested on July 20, 2017 and the remaining 10,976 Stock Options will vest in approximately equal installments on each of July 20, 2018, July 20, 2019 and July 20, 2020, provided that the
- (4) Reporting Person remains continuously employed by the Issuer on each such date, subject to pro-rated vesting provisions as provided in the award agreement for the Stock Options.

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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