

Pearce David B.
Form 4
February 22, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pearce David B.

(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)

02/20/2019

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 ____ Other (specify
below) below)

Chief Compliance Officer

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	02/20/2019		M	5,702 A \$ 0	16,712	D	
Common Stock	02/20/2019		A	787 ⁽¹⁾ A \$ 0	17,499	D	
Common Stock					303 ⁽²⁾	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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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	02/20/2019		M		5,702		(3)	(3)	Common Stock	5,702
Stock Option (Right to Buy)	\$ 127.11	02/20/2019		A		1,718		(4)	02/20/2029	Common Stock	1,718
Restricted Stock Units	(5)	02/20/2019		A		1,574		(5)	(5)	Common Stock	1,574

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director10% OwnerOfficerOther
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

02/22/2019

____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 Issuer awarded the Reporting Person 787 time-based Restricted Stock Units ("RSUs"), each of which represents a contingent right to receive one share of the Issuer's common stock, and will vest in equal, 25% installments on each of February 20, 2020, 2021, 2022 and 2023, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.

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- (2) The information in this report is based on a plan statement dated as of December 31, 2018.

The RSUs are subject to performance-based vesting and will vest (i) on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal years 2016 through 2019, respectively, and (ii) additional time-based vesting conditions (2016 Tranche: one-third on each of July 20, 2017, 2018 and 2019; 2017 Tranche: one-third on each of July 20, 2018, 2019 and 2020; 2018 Tranche: one-third on each of July 20, 2019, 2020 and 2021; 2019 Tranche: one-third on each of July 20, 2020, 2021 and 2022), assuming the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs. The performance criteria for fiscal year 2018 were met.

- (3) The Stock Options are subject to time-based vesting conditions and will vest in equal, 25% installments on each of February 20, 2020, 2021, 2022 and 2023, provided that the 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.

- (4) The performance-based RSUs will vest based on certification of achievement of an identified performance measure for 2019, with additional time-based vesting in equal 25% installments on each of February 20, 2020, 2021, 2022 and 2023, assuming the Reporting Person remains continuously employed on the vesting date. The amount reported represents the amount of shares payable at target performance; the Reporting Person could earn 50%-200% of the amount reported depending on the level of performance achieved.

(5) 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.