#### **HEALTHSOUTH CORP**

Form 4 April 17, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31,

2005

0.5

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person \* ELSON CHARLES M

2. Issuer Name and Ticker or Trading Symbol

HEALTHSOUTH CORP [HLS]

5. Relationship of Reporting Person(s) to Issuer

1002 WESTOVER ROAD

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

04/15/2014

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

(Street)

(State)

(First)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WILMINGTON, DE 19807

(City)	(State) (Zi	p) Table l	- Non-De	rivative Securities Ac	equired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transacti Code	4. Securities Acquire or(A) or Disposed of (Instr. 3, 4 and 5)		6. Ownership Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	(A) or Amount (D) Pri	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Healthsouth							

04/15/2014 Common Stock

249

 $A^{(1)}$ 

54,891

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form 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)

#### Edgar Filing: HEALTHSOUTH CORP - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ELSON CHARLES M						
1002 WESTOVER ROAD	X					
WILMINGTON, DE 19807						

# **Signatures**

John P. Whittington, attorney-in-fact for Charles M. Elson 04/17/2014

\*\*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).

Pursuant to outstanding restricted stock unit award agreements, additional restricted stock units ("RSUs") are credited to each non-employee director's account on common stock dividend payment dates. The number of RSUs credited is equal to (a) the product of

(1) (i) the number of the RSUs in each director's account on the associated dividend record date and (ii) the per share dividend, divided by (b) the closing price on the dividend payment date. On April 15, 2014 HealthSouth paid a dividend on its common stock of \$0.18 per share. The transaction reported on this Form 4 is an award of RSUs associated with that dividend payment.

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.

Reporting Owners 2