

AMEDISYS INC  
Form 4/A  
June 10, 2008

**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)  
**06/05/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**04/03/2008**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**COO and President**

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	06/05/2008 <sup>(8)</sup>		A	(A) or (D) Amount 3,454 <sup>(4)</sup> Price \$ 0	44,184 <sup>(5)</sup>	D	
Common Stock	06/05/2008 <sup>(8)</sup>		A	(A) or (D) Amount 1,451 <sup>(7)</sup> Price \$ 0	4,240 <sup>(1) (3)</sup>	I	By Spouse
Common Stock					25,582	I	Through 401(k) Plan
Common Stock					13,791 <sup>(1) (2)</sup>	I	By Spouse 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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(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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0	06/05/2008 <sup>(8)</sup>		A	9,307	<u>(6)</u> / <u>(6)</u>	Common Stock	9,307

## 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 and President	

## Signatures

/s/ Celeste R. Peiffer on behalf of Larry R. Graham pursuant to a Power of Attorney  
 \*\*Signature of Reporting Person  
 Date: 06/10/2008

## 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 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.
- (2) Includes 46 shares acquired under the Amedisys, Inc. 401(k) Plan since the date of the reporting person's last ownership report.
- (3) Includes 28 shares acquired under the Amedisys, Inc. Employee Stock Purchase Plan since the date of the reporting person's last ownership report.dfgdd
- (4) On April 1, 2008, the reporting person was granted 3,454 shares of nonvested common stock. Assuming that the reporting person is employed by Amedisys, Inc. on each of the following dates, the shares will vest in equal 1/3 increments on April 1, 2009, April 1, 2010

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and April 1, 2011.

- (5) Includes 10,624 shares owned jointly with the reporting person's spouse.

Assuming that the reporting person is employed by Amedisys, Inc. on each of the following dates, the Restricted Stock Units vest in three equal installments on April 1, 2009, April 1, 2010 and April 1, 2011. Vested Shares of common stock will not be delivered to the reporting person until April 1, 2013.

- (6) On April 1, 2008, the reporting person's spouse, in her capacity as an employee of Amedisys, Inc., was granted 1,451 shares of nonvested common stock. Assuming that the reporting person's spouse is employed by Amedisys, Inc. on each of the following dates, the shares will vest in equal 1/3 increments on April 1, 2009, April 1, 2010 and April 1, 2011. 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.

- (7) The awards to the reporting person and the reporting person's spouse of Restricted Stock Units and/or nonvested common stock, as appropriate, reflected in the previously filed Form 4 (filed on April 3, 2008) were subject to shareholder approval of a new 2008 Omnibus Equity Compensation Plan. As a result, the effective date of such awards for purposes of this Form 4 is the date of shareholder approval of the plan, June 5, 2008, and the previously filed Form 4 is therefore being amended hereby to reflect a transaction date of June 5, 2008.

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.