

KINDRED HEALTHCARE, INC
 Form 4
 February 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Causby David A

2. Issuer Name and Ticker or Trading Symbol
 KINDRED HEALTHCARE, INC
 [KND]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 680 SOUTH FOURTH STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Pres., Kindred at Home

LOUISVILLE, KY 40202
 (City) (State) (Zip)

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

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 (1) (2) (3) (4) (5) (6) (7)		
Common Stock	02/02/2015		A		14,723 (1) (2)	D	
Common Stock	02/02/2015		A		1,340 (1) (3)	D	
Common Stock	02/02/2015		A		8,840 (1) (4)	D	
Common Stock	02/02/2015		A		7,016 (5) (6)	D	
Common Stock	02/02/2015		A		11,950 (5) (7)	D	

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(8)	02/02/2015		A	25,812	(8) (8)	Common Stock	25,812
Restricted Stock Units	(9)	02/02/2015		A	57,051	(9) (9)	Common Stock	57,051
Restricted Stock Units	(10)	02/02/2015		A	53,077	(10) (10)	Common Stock	53,077
Employee Stock Option (Right to Buy)	\$ 26.22	02/02/2015		A	16,828	02/02/2015 01/05/2018 ⁽¹¹⁾	Common Stock	16,828
Employee Stock Option (Right to Buy)	\$ 25.27	02/02/2015		A	9,833	02/02/2015 01/06/2017 ⁽¹¹⁾	Common Stock	9,833
Employee Stock Option (Right to Buy)	\$ 26.08	02/02/2015		A	25,344	02/02/2015 02/03/2019 ⁽¹¹⁾	Common Stock	25,344
Employee Stock Option (Right to Buy)	\$ 19.26	02/02/2015		A	8,110	02/02/2015 01/05/2017 ⁽¹¹⁾	Common Stock	8,110

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vest as follows: 21,795 on February 19, 2016 and 35,256 on February 19, 2017. Pursuant to the Employment Agreement, these restricted stock units are subject to Special Termination Vesting.

- (10) Pursuant to the Employment Agreement, the reporting person received restricted stock units in lieu of certain change-in-control severance benefits. Each restricted stock unit represents the contingent right to receive one share of Issuer common stock on the applicable vesting date. These restricted stock units vest in three equal annual installments beginning on February 2, 2016. Pursuant to the Employment Agreement, these restricted stock units are subject to Special Termination Vesting.

- (11) Pursuant to the Merger Agreement, on the Effective Date: (i) each Gentiva option that was outstanding immediately prior to the effective time with a per share exercise price equal to or above the sum of (a) the value of the Stock Consideration and (b) the Cash Consideration (each, an "Out-of-the-Money Option"), was assumed and converted into an option to purchase shares of the Issuer's common stock. The options to purchase shares of the Issuer's common stock have the same terms and conditions (including expiration dates) as the corresponding Gentiva options that were converted.

- (12) The number reported represents the number of the options to purchase shares of the Issuer's common stock received by the reporting person in respect of 16,600 Out-of-the-Money vested Options held by the reporting person prior to the Merger.

- (13) The number reported represents the number of the options to purchase shares of the Issuer's common stock received by the reporting person in respect of 9,700 Out-of-the-Money vested Options held by the reporting person prior to the Merger.

- (14) The number reported represents the number of the options to purchase shares of the Issuer's common stock received by the reporting person in respect of 25,000 Out-of-the-Money vested Options held by the reporting person prior to the Merger.

- (15) The number reported represents the number of the options to purchase shares of the Issuer's common stock received by the reporting person in respect of 8,000 Out-of-the-Money vested Options held by the reporting person prior to the Merger.

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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