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KINDRED HEALTHCARE INC  
Form SC 13D/A  
November 22, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

KINDRED HEALTHCARE, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.25 per share

-----  
(Title of Class of Securities)

494580103

-----  
(CUSIP Number)

Stephen Feinberg  
450 Park Avenue  
28th Floor  
New York, New York 10022  
(212) 421-2600

with a copy to:  
Robert G. Minion, Esq.  
Lowenstein Sandler PC  
65 Livingston Avenue  
Roseland, New Jersey 07068  
(973) 597-2424

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 19, 2002

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Cusip No. 494580103  
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1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Stephen Feinberg

2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) Not  
(b) Applicable

3) SEC Use Only

4) Source of Funds (See Instructions): WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): Not Applicable

6) Citizenship or Place of Organization: United States

Number of 7) Sole Voting Power: \*

Shares Beneficially 8) Shared Voting Power: \*

Owned by 9) Sole Dispositive Power: \*

Each Reporting Person With 10) Shared Dispositive Power: \*

11) Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,355,621\*

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable

13) Percent of Class Represented by Amount in Row (11): 7.7%\*

14) Type of Reporting Person (See Instructions): IA, IN

\* Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), is the holder of 15,900 shares of common stock (the "Shares") of Kindred Healthcare, Inc. (the "Company"), Cerberus Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), is the holder of 276,134 Shares, Cerberus International, Ltd., a corporation organized under the laws of the Bahamas ("International"), is the holder of 710,536 Shares and various other private investment funds (the "Funds") own in the aggregate 353,051 Shares. Stephen Feinberg possesses sole power to vote and direct the disposition of all securities of the Company owned by each of Cerberus, Institutional, International and the Funds. Thus, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 1,355,621 Shares, or 7.7% of those deemed issued and outstanding. See Item 5 of this Amendment No. 2 to Schedule 13D for further information.

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Item 5. Interest in Securities of the Issuer.  
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Based upon the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002, as of October 31, 2002, there were 17,648,857 Shares issued and outstanding. As of November 19, 2002, Cerberus is the holder of 15,900 Shares, Institutional is the holder of 276,134 Shares, International is the holder of 710,536 Shares and the Funds in the aggregate hold 353,051 Shares. Mr. Feinberg possesses sole power to vote and direct the disposition of all securities of the Company owned by each of Cerberus, Institutional, International and the Funds. Thus, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 1,355,621 Shares, or 7.7% of those deemed issued and outstanding.

The following table details the transactions since the filing of the Amendment No. 1 to Schedule 13D by Mr. Feinberg in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Mr. Feinberg or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which were effected in an ordinary brokerage transaction):

I. Cerberus  
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(Purchases)

| Date<br>----      | Quantity<br>----- | Price<br>----- |
|-------------------|-------------------|----------------|
| November 12, 2002 | 200               | \$16.93        |
| November 13, 2002 | 300               | \$16.95        |
| November 14, 2002 | 1,000             | \$16.88        |
| November 15, 2002 | 100               | \$16.97        |
| November 19, 2002 | 1,100             | \$17.00        |

(Sales)

NONE

II. Institutional  
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(Purchases)

| Date<br>----      | Quantity<br>----- | Price<br>----- |
|-------------------|-------------------|----------------|
| November 12, 2002 | 3,300             | \$16.93        |
| November 13, 2002 | 5,100             | \$16.95        |
| November 14, 2002 | 17,300            | \$16.88        |
| November 15, 2002 | 1,900             | \$16.97        |
| November 19, 2002 | 19,400            | \$17.00        |

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(Sales)

NONE

III. International

(Purchases)

| Date<br>----      | Quantity<br>----- | Price<br>----- |
|-------------------|-------------------|----------------|
| November 12, 2002 | 8,400             | \$16.93        |
| November 13, 2002 | 13,100            | \$16.95        |
| November 14, 2002 | 44,500            | \$16.88        |
| November 15, 2002 | 4,750             | \$16.97        |
| November 18, 2002 | 2,700             | \$16.98        |
| November 19, 2002 | 50,000            | \$17.00        |

(Sales)

NONE

IV. The Funds

(Purchases)

| Date<br>----      | Quantity<br>----- | Price<br>----- |
|-------------------|-------------------|----------------|
| November 12, 2002 | 4,200             | \$16.93        |
| November 13, 2002 | 6,500             | \$16.95        |
| November 14, 2002 | 22,200            | \$16.88        |
| November 15, 2002 | 2,350             | \$16.97        |
| November 19, 2002 | 24,700            | \$17.00        |

(Sales)

NONE

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 20, 2002

/s/ Stephen Feinberg

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Stephen Feinberg, in his capacity  
as the managing member of Cerberus  
Associates, L.L.C., the general  
partner of Cerberus Partners, L.P.,  
and the investment manager for  
Cerberus Institutional Partners,  
L.P., Cerberus International, Ltd.  
and the Funds

Attention: Intentional misstatements or omissions of fact constitute  
Federal criminal violations (See 18 U.S.C. 1001).