

KINDRED HEALTHCARE, INC
 Form 4
 February 23, 2016

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 *
 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)
 02/19/2016

____ 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 |
| Common Stock | 02/19/2016 | | M | | 31,459 | A | 115,052 |
| Common Stock | 02/19/2016 | | F | | 10,689 | D | \$ 8.96 |
| Common Stock | 02/19/2016 | | F | | 2,384 | D | \$ 8.96 |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 02/19/2016 | | M | 9,664 | (2) (2) | Common Stock | 9,664 |
| Restricted Stock Units | (1) | 02/19/2016 | | M | 21,795 | (3) (3) | Common Stock | 21,795 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Causby David A 680 SOUTH FOURTH STREET LOUISVILLE, KY 40202 | | | EVP & Pres., Kindred at Home | |

Signatures

David A. Causby 02/23/2016

**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) Restricted stock units convert into common stock on a one-for-one basis.
On February 2, 2015, pursuant to his Employment Agreement, the reporting person was granted 25,812 restricted stock units, vesting as follows: 9,664 on February 19, 2015; 9,664 on February 19, 2016 and 6,484 on February 19, 2017. Pursuant to his Employment Agreement, these units are subject to full vesting in the event Mr. Causby's employment is terminated (i) by the Issuer for any reason, (ii) by Mr. Causby for Good Reason (as defined in his Employment Agreement), or (iii) by reason of Mr. Causby's death or disability ("Special Termination Vesting").
- (3) On February 2, 2015, pursuant to his Employment Agreement, the reporting person was granted 57,051 restricted stock units, vesting as follows: 21,795 on February 19, 2016 and 35,256 on February 19, 2017. Pursuant to his Employment Agreement, these units are subject to Special Termination Vesting.

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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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