

KINDRED HEALTHCARE, INC
 Form 4
 August 13, 2007

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 *
BATTAFARANO FRANK J

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)
08/10/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP & Pres, Hospital Div

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)
				(A) or (D)	Price		
Common Stock	08/10/2007		F	V	2,379	D	
					\$ 19.35		
					83,991	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

SAN MATEO, CA 94403

Signatures

/s/ Adriana Botto, by power of
attorney

02/19/2014

__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).

(1) Shares awarded pursuant to performance share units. The Compensation Committee authorized the issuance of the underlying shares based upon the Company's achievement level against certain financial targets as determined by the Compensation Committee. The financial targets were set by the Compensation Committee on March 19, 2013. One-third of the shares vested on February 15, 2014, with the remaining two-thirds of the shares vesting in two equal annual installments beginning on February 15, 2015.

(2) Excludes 2,644,280 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Evan and Cynthia Goldberg Revocable Trust.

(3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 7, 2013, as amended February 11, 2014.

(4) The sale prices reported in column 4 of Table 1 represent the weighted average sale price of the shares sold ranging from \$112.01 to \$113.00, \$113.11 to \$114.03, \$114.12 to \$115.09, and \$115.12 to \$115.17 per share, respectively. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(5) Includes 2,644,280 shares previously held directly by the Reporting Person which were re-registered and are now held indirectly held by The Evan and Cynthia Goldberg Revocable Trust, less the 2,096 shares sold pursuant to the Reported Transaction.

(6) Shares held directly by The Evan and Cynthia Goldberg Revocable Trust (the "Trust"). The Reporting Person is a Trustee of the Trust.

(7) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$114.35 to \$114.69 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(8) Excludes 13,398 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Evan and Cynthia Goldberg Revocable Trust.

(9) Includes 13,398 shares previously held directly by the Reporting Person which were re-registered and are now indirectly held by The Evan and Cynthia Goldberg Revocable Trust.

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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