

KINDRED HEALTHCARE, INC

Form 4

February 23, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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
____X____ Officer (give title below) ____ Other (specify below)
EVP & Pres., Kindred at Home

LOUISVILLE, KY 40202

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	02/19/2016		M	31,459	A	115,052	D
Common Stock	02/19/2016		F	10,689	D	\$ 8.96	104,363
Common Stock	02/19/2016		F	2,384	D	\$ 8.96	101,979

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

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SEC 1474
(9-02)

number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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

(2) 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").

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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