HEALTHSOUTH CORP

Form 4

February 22, 2016

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Price Andrew L

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Chief Accounting Officer

HEALTHSOUTH CORP [HLS]

(Last)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

3660 GRANDVIEW

(Month/Day/Year)

02/18/2016

X_ Officer (give title below)

Other (specify

PARKWAY, SUITE 200

(Street)

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

BIRMINGHAM, AL 35243

(City)	(State) (Zij	p) Table I	- Non-De	rivative Se	curiti	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi or(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D) 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 Indirect Beneficial Ownership (Instr. 4)
Healthsouth Common Stock	02/18/2016		Code V	3,169 (1)	` /	Price \$ 0	60,563	D	
Healthsouth Common Stock	02/18/2016		A	3,023 (2)	A	\$ 0	63,586	D	
Healthsouth Common Stock	02/19/2016		F	361 <u>(3)</u>	D	\$ 31.32	63,225	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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	TransactionNumber		Expiration Date		Amount of		Derivative	D
Security	or Exercise			Code (Instr. 8)	of	• • • • • • • • • • • • • • • • • • • •		Underlying Securities	Security	Se	
(Instr. 3)	Price of				Derivative				(Instr. 5)	В	
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
	-				(A) or						R
					Disposed						Tı
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date		Title Number of	or		
						Exercisable					
				G 1 17	(A) (B)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Price Andrew L 3660 GRANDVIEW PARKWAY **SUITE 200** BIRMINGHAM, AL 35243

Chief Accounting Officer

Signatures

/s/ Andrew L. 02/22/2016 Price

**Signature of Date Reporting Person

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).
- This grant of restricted stock is the result of the satisfaction of certain performance criteria set out in the terms of a performance share unit (1) award made on February 14, 2014.
- (2) Award of restricted stock pursuant to the Company's Amended and Restated 2008 Equity Incentive Plan.
- These shares were withheld or surrendered to pay the insider's tax withholding obligations incurred in connection with the vesting of the related restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2

9. Nu Deriv Secu

Bene Own Follo Repo Trans Insti