

DIAZ PAUL J
Form 4
July 15, 2005

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 *
DIAZ PAUL 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)
07/13/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

LOUISVILLE, KY 40202

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock | 07/13/2005 | | M | | 3,750 | A \$ 19.38 | 286,671 | D | |
| Common Stock | 07/13/2005 | | S ⁽¹⁾ | | 100 | D \$ 39.62 | 286,571 | D | |
| Common Stock | 07/13/2005 | | S ⁽¹⁾ | | 100 | D \$ 40.61 | 286,471 | D | |
| Common Stock | 07/13/2005 | | S ⁽¹⁾ | | 100 | D \$ 39.7 | 286,371 | D | |
| Common Stock | 07/13/2005 | | S ⁽¹⁾ | | 200 | D \$ 39.76 | 286,171 | D | |

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| | | | | | | | |
|--------------|------------|------------------------|-----|---|----------|---------|---|
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.47 | 286,071 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.44 | 285,971 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.4 | 285,871 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 40.48 | 285,771 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.59 | 285,671 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.53 | 285,571 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 200 | D | \$ 39.25 | 285,371 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 350 | D | \$ 39.26 | 285,021 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 300 | D | \$ 39.29 | 284,721 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 200 | D | \$ 39.28 | 284,521 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.3 | 284,421 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 200 | D | \$ 39.39 | 284,221 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.35 | 284,121 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.32 | 284,021 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.33 | 283,921 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.34 | 283,821 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.81 | 283,721 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.89 | 283,621 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 39.88 | 283,521 | D |
| Common Stock | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | \$ 40.08 | 283,421 | D |
| | 07/13/2005 | <u>S⁽¹⁾</u> | 100 | D | | 283,321 | D |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|--|----------|-----------|
| Common Stock | | | | | | \$ 39.17 | |
| Common Stock | 07/13/2005 | S ⁽¹⁾ | 200 | D | | \$ 39.97 | 283,121 D |
| Common Stock | 07/13/2005 | S ⁽¹⁾ | 100 | D | | \$ 39.93 | 283,021 D |
| Common Stock | 07/13/2005 | S ⁽¹⁾ | 100 | D | | \$ 39.92 | 282,921 D |

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

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(9-02)

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 19.38 | 07/13/2005 | | M | 3,750 | 01/28/2003 ⁽²⁾ 01/28/2012 | Common Stock 3,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DIAZ PAUL J 680 SOUTH FOURTH STREET LOUISVILLE, KY 40202 | X | | President and CEO | |

Signatures

Paul J. Diaz

07/15/2005

__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) These shares were sold pursuant to a written non-discretionary Rule 10b5-1 sales plan dated June 29, 2005.
- (2) This option is exercisable in cumulative equal annual installments over four years beginning 1/28/2003.

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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