

KINDRED HEALTHCARE, INC
 Form 4
 June 02, 2008

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 *
 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)
 05/29/2008

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/29/2008 | | M | | 8,225 A \$ 12.16 | 442,373 | D |
| Common Stock | 05/29/2008 | | M | | 5,476 A \$ 18.26 | 447,849 | D |
| Common Stock | 05/29/2008 | | M | | 5,949 A \$ 16.81 | 453,798 | D |
| Common Stock | 05/29/2008 | | F | | 10,799 D \$ 27.78 | 442,999 | D |
| Common Stock | 05/29/2008 | | S | | 100 D \$ 27.95 | 442,899 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 05/29/2008 | S | 100 | D | \$ 27.98 | 442,799 | D |
| Common Stock | 05/29/2008 | S | 200 | D | \$ 28.01 | 442,599 | D |
| Common Stock | 05/29/2008 | S | 900 | D | \$ 28.02 | 441,699 | D |
| Common Stock | 05/29/2008 | S | 100 | D | \$ 28.03 | 441,599 | D |
| Common Stock | 05/29/2008 | S | 500 | D | \$ 28.04 | 441,099 | D |
| Common Stock | 05/29/2008 | S | 1,000 | D | \$ 28.05 | 440,099 | D |
| Common Stock | 05/29/2008 | S | 1,000 | D | \$ 28.06 | 439,099 | D |
| Common Stock | 05/29/2008 | S | 100 | D | \$ 28.07 | 438,999 | D |
| Common Stock | 05/29/2008 | S | 1,400 | D | \$ 28.08 | 437,599 | D |
| Common Stock | 05/29/2008 | S | 700 | D | \$ 28.09 | 436,899 | D |
| Common Stock | 05/29/2008 | S | 1,300 | D | \$ 28.1 | 435,599 | D |
| Common Stock | 05/29/2008 | S | 800 | D | \$ 28.11 | 434,799 | D |
| Common Stock | 05/29/2008 | S | 100 | D | \$ 28.12 | 434,699 | D |
| Common Stock | 05/29/2008 | S | 600 | D | \$ 28.13 | 434,099 | D |
| Common Stock | 05/29/2008 | S | 500 | D | \$ 28.14 | 433,599 | D |
| Common Stock | 05/29/2008 | S | 500 | D | \$ 28.15 | 433,099 | D |
| Common Stock | 05/29/2008 | S | 300 | D | \$ 28.16 | 432,799 | D |
| Common Stock | 05/29/2008 | S | 200 | D | \$ 28.17 | 432,599 | D |
| Common Stock | 05/29/2008 | S | 500 | D | \$ 28.18 | 432,099 | D |
| Common Stock | 05/29/2008 | S | 400 | D | \$ 28.2 | 431,699 | D |
| | 05/29/2008 | S | 200 | D | | 431,499 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|---------|---|
| Common Stock | | | | | | \$ 28.21 | | |
| Common Stock | 05/29/2008 | | S | 200 | D | \$ 28.22 | 431,299 | D |
| Common Stock | 05/29/2008 | | S | 200 | D | \$ 28.23 | 431,099 | D |
| Common Stock | 05/29/2008 | | S | 200 | D | \$ 28.24 | 430,899 | D |
| Common Stock | 05/29/2008 | | S | 200 | D | \$ 28.25 | 430,699 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 12.16 | 05/29/2008 | | M | 8,225 | 07/23/2003 ⁽¹⁾ 07/23/2012 | Common Stock | 8,225 | |
| Employee Stock Option (Right to Buy) | \$ 18.26 | 05/29/2008 | | M | 5,476 | 07/26/2007 ⁽²⁾ 07/26/2014 | Common Stock | 5,476 | |
| Employee Stock Option (Right to Buy) | \$ 16.81 | 05/29/2008 | | M | 5,949 | 02/23/2008 ⁽³⁾ 02/23/2013 | Common Stock | 5,949 | |

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 06/02/2008

__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).
- (1) This option has been fully exercisable since 7/23/06.
- (2) This option has ben fully exercisable since 7/26/07.
- (3) This option becomes exercisable in the following cumulative installments: 5,949 on 2/23/08, 5,950 on 2/23/09 and 5,950 on 2/23/10.

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.