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NIERENBERG DAVID
Form SC 13D/A
July 09, 2004

Securities and Exchange Commission
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Amedisys, Inc. (AMED)
(Name of Issuer)

Common
(Title of Class of Securities)

023436108
(CUSIP Number)

David Nierenberg
The D3 Family Fund
19605 NE 8th Street
Camas, WA 98607
360-604-8600

Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications

July 10, 2004

Date of Event Which Requires Filing of This Statement

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |
(b) |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

|

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

206,380 common shares (1.7%)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

206,380

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

206,380 shares (1.7%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.7%

14 TYPE OF REPORTING PERSON*

PN - Partnership

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Retirement Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

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(a)

(b)

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Washington

	7	SOLE VOTING POWER
		0 common shares (0%)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
206,380 shares (1.7%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.7%

14 TYPE OF REPORTING PERSON*
PN - Partnership

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Children's Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

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(a)
(b)

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4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

0 common shares (0%)

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

0

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

206,380 shares (1.7%)

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1 NAME OF REPORTING PERSON
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

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4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

_

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

0 common shares (0%)

NUMBER OF 8 SHARED VOTING POWER
SHARES

BENEFICIALLY 0
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0
PERSON

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

206,380 shares (1.7%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.7%

14 TYPE OF REPORTING PERSON*

PN - Partnership

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Items

Item 1. Security and Issuer.

Common Stock of Amedisys, Inc., 11100 Mead Road, Suite 300, Baton Rouge,
LA 70816

Item 2. Identity and Background.

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The D3 Family Fund, L.P. is a Washington State limited partnership, whose principal business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration.

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction.

N/A

Item 5. Interest in Securities of the Issuer.

(a,b) D3 Family Fund owns and has sole voting power over 206,380 AMED shares.

(c)	Date	Shares Sold	Price
	----	-----	-----
	6/8/04	4,306	\$28.08
	6/9/04	31,400	27.92
	6/15/04	6,000	27.90
	6/16/04	20,000	27.98
	6/17/04	60,000	28.22
	6/18/04	31,031	28.21
	6/21/04	523,663	30.52

(d) N/A

(e) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits.

N/A

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 10, 2004

Date

/s/ DAVID NIERENBERG

David Nierenberg

President

Nierenberg Investment Management Company, Inc.,
the General Partner of The D3 Family Fund, L.P.

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Items

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Item 4. Purpose of Transaction.

N/A

Item 5. Interest in Securities of the Issuer.

(a,b) N/A

(c)	Date	Shares Sold	Price
	----	-----	-----
	5/13/04	39,100	\$28.68
	5/17/04	4,000	28.07
	5/18/04	101	28.00
	5/19/04	12,200	28.02
	6/2/04	62,000	27.98
	6/3/04	120,000	27.94
	6/4/04	36,000	27.99
	6/7/04	1,000	27.93
	6/16/04	5,000	27.98
	6/17/04	4,000	28.22
	6/18/04	969	28.21
	6/21/04	99,000	31.06

(d) N/A

(e) N/A

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(e) N/A

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/s/ DAVID NIERENBERG

Date

David Nierenberg

President

Nierenberg Investment Management Company, Inc., the
General Partner of The D3 Family Retirement Fund, L.P.

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Item 4. Purpose of Transaction.

N/A

Item 5. Interest in Securities of the Issuer.

(a,b) N/A

(c)	Date	Shares Sold	Price
	----	-----	-----
	6/4/04	12,000	\$27.99
	6/7/04	12,000	27.93
	6/8/04	55,875	28.08

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(d) N/A

(e) N/A

(e) N/A

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N/A

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N/A

Signature

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July 10, 2004

/s/ DAVID NIERENBERG

Date

David Nierenberg

President

Nierenberg Investment Management Company, Inc., the General Partner of The D3 Children's Fund, L.P.

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N/A

Item 5. Interest in Securities of the Issuer.

(a,b) N/A

(c)	Date	Shares Sold	Price
	----	-----	-----
	6/4/04	12,000	\$27.99

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6/7/04	12,000	27.93
6/8/04	55,419	28.08
(d)	N/A	
(e)	N/A	
(e)	N/A	

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N/A

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July 10, 2004

Date

/s/ DAVID NIERENBERG

David Nierenberg

President

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General Partner of The D3 Offshore Fund, L.P.