DIAZ PAUL J Form 4 August 12, 2009

### FORM 4

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

**SECURITIES** 

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

DIAZ PAUL J

(First) (Middle)

680 SOUTH FOURTH STREET

(Street)

LOUISVILLE, KY 40202

2. Issuer Name and Ticker or Trading

Symbol

KINDRED HEALTHCARE, INC [KND]

3. Date of Earliest Transaction

 $\begin{array}{c} (Month/Day/Year) \\ 08/11/2009 \end{array}$ 

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

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response...

Estimated average

burden hours per

\_X\_ Director \_\_\_\_\_ 10% Owner \_X\_ Officer (give title \_\_\_\_\_ Other (specify below) below)

President and CEO

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) Tab	ole I - Non-	-Derivative	Secu	rities 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)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	sed of	` ′	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)
Common Stock	08/11/2009		M	67,332	. ,	\$ 8.43	371,474	D	
Common Stock	08/11/2009		S	400	D	\$ 15.4	371,074	D	
Common Stock	08/11/2009		S	200	D	\$ 15.47	370,874	D	
Common Stock	08/11/2009		S	400	D	\$ 15.42	370,474	D	
Common Stock	08/11/2009		S	404	D	\$ 15.45	370,070	D	

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Common Stock	08/11/2009	S	200	D	\$ 15.3	369,870	D
Common Stock	08/11/2009	S	400	D	\$ 14.83	369,470	D
Common Stock	08/11/2009	S	1,300	D	\$ 14.65	368,170	D
Common Stock	08/11/2009	S	400	D	\$ 14.66	367,770	D
Common Stock	08/11/2009	S	100	D	\$ 14.68	367,670	D
Common Stock	08/11/2009	S	200	D	\$ 14.61	367,470	D
Common Stock	08/11/2009	S	400	D	\$ 14.57	367,070	D
Common Stock	08/11/2009	S	700	D	\$ 14.56	366,370	D
Common Stock	08/11/2009	S	300	D	\$ 14.6	366,070	D
Common Stock	08/11/2009	S	300	D	\$ 14.53	365,770	D
Common Stock	08/11/2009	S	400	D	\$ 14.5	365,370	D
Common Stock	08/11/2009	S	200	D	\$ 14.51	365,170	D
Common Stock	08/11/2009	S	700	D	\$ 14.55	364,470	D
Common Stock	08/11/2009	S	200	D	\$ 14.59	364,270	D
Common Stock	08/11/2009	S	200	D	\$ 14.5325	364,070	D
Common Stock	08/11/2009	S	100	D	\$ 14.5625	363,970	D
Common Stock	08/11/2009	S	200	D	\$ 14.52	363,770	D
Common Stock	08/11/2009	S	200	D	\$ 14.54	363,570	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)

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# 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 or 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 8.43	08/11/2009		M	67,332	07/22/2004(1)	07/22/2013	Common Stock	67,3

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>2</b> 0	Director	10% Owner	Officer	Other			
DIAZ PAUL J 680 SOUTH FOURTH STREET LOUISVILLE, KY 40202	X		President and CEO				

# **Signatures**

Paul J. Diaz

\*\*Signature of Reporting Person

08/12/2009

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) This option became fully exercisable on 7/22/06.

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.

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