

HEALTHSOUTH CORP  
Form 4  
January 03, 2017

**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 \*  
**GRINNEY JAY**

(Last) (First) (Middle)  
**3179 OVERHILL ROAD**  
  
(Street)

**MOUNTAIN BROOK, AL 35223**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HEALTHSOUTH CORP [HLS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/31/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Pres & Chief Executive Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	(A) or (D)	Price
Healthsouth Common Stock	12/31/2016		F		13,598 <u>(1)</u>	D	\$ 41.24
Healthsouth Common Stock	12/31/2016		D	(2)	30,317	D	\$ 0
							1,262,084
							1,231,767

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 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 Underlying Security (Instr. 3 and 4)
Non-qualified Stock Option (Right to Buy)	\$ 31.97	12/31/2016		D <sup>(2)</sup>	4,869	02/24/2015 <sup>(3)</sup> 02/24/2024	Healthsouth Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 43.14	12/31/2016		D <sup>(2)</sup>	29,627	03/03/2016 <sup>(4)</sup> 03/03/2025	Healthsouth Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 34.99	12/31/2016		D <sup>(2)</sup>	67,326	02/26/2017 <sup>(5)</sup> 02/26/2026	Healthsouth Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRINNEY JAY 3179 OVERHILL ROAD MOUNTAIN BROOK, AL 35223	X		Pres & Chief Executive Officer	

## Signatures

/s/ Patrick Darby, attorney-in-fact for Jay Grinney  
Date: 01/03/2017

\*\*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 withheld or surrendered to pay the insider's tax withholding obligations incurred in connection with the vesting of the related restricted stock.
- (2) Forfeiture upon termination of employment pursuant to the terms of the associated award agreement.
- (3) The option was exercisable in annual installments over a three-year period, at the rate of 33.3% per year commencing February 24, 2015.
- (4) The option was exercisable in annual installments over a three-year period, at the rate of 33.3% per year commencing March 3, 2016.
- (5) The option was exercisable in annual installments over a three-year period, at the rate of 33.3% per year commencing February 26, 2017.

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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