

HEALTHSOUTH CORP  
Form 4  
January 19, 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 \*  
**CHIDSEY JOHN**

(Last) (First) (Middle)  
**6915 GRANADA BOULEVARD**  
  
(Street)

**CORAL GABLES, FL 33146**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/17/2017**

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)

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 Price (D)   |  |   |
| Healthsouth Common Stock        | 01/17/2017                           |  | A                              |   | 316 <sup>(1)</sup> A \$ 0   | 96,534   | D   |
| Healthsouth Common Stock        | 01/18/2017                           |  | A                              |   | 848 <sup>(2)</sup> A \$ 41.15   | 97,382   | 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)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CHIDSEY JOHN<br>6915 GRANADA BOULEVARD<br>CORAL GABLES, FL 33146 |               | X         |         |       |

## Signatures

/s/ Patrick Darby, attorney-in-fact for John W. Chidsey

01/19/2017

\_\_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).

Pursuant to outstanding restricted stock unit award agreements, additional restricted stock units ("RSUs") are credited to each non-employee director's account on common stock dividend payment dates. The number of RSUs credited is equal to (a) the product of (1) (i) the number of the RSUs in each director's account on the associated dividend record date and (ii) the per share dividend, divided by (b) the closing price on the dividend payment date. On January 17, 2017, HealthSouth paid a dividend on its common stock of \$0.24 per share. The transaction reported on this Form 4 is an award of RSUs associated with that dividend payment.

This number represents the purchase of (a) 606 shares of common stock of HealthSouth Corporation (the "Company") pursuant to an election by the reporting person to participate in the Directors Deferred Stock Investment Plan of the Company (the "Plan") and (b) 242 shares associated with cash dividends on shares of the Company's common stock held under the Plan. The Plan is a non-qualified deferral plan adopted and approved by the Board of Directors, effective November 1, 2007, allowing non-employee directors to make elections (2) during 2016 to defer fixed percentages of their directors fees for 2017. The amount each participant defers under the Plan is deducted, on a quarterly basis, from the directors fees the participant would otherwise have received in cash. The deferred fees fund the purchase of the Company's common stock by the Plan administrator in the market for the account of each participating director, and under the terms of the Plan, such stock is entitled to cash dividends that are reinvested by the Plan administrator in the Company's common stock. On January 17, 2017, the Company paid a dividend on common stock of \$0.24 per share.

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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