HEALTHSOUTH CORP

Form 4

October 17, 2014

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issu
HERMAN JOAN E Symbol

2. Issuer Name **and** Ticker or Trading

HEALTHSOUTH CORP [HLS]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle)

3. Date of Earliest Transaction

(Check all applicable)

17530 STRETTO WAY

(Month/Day/Year)

10/15/2014

X Director _____ 10% Owner ____ Officer (give title _____ Other (specify below)

10,10,201

4. If Amendment, Date Original

(Instr. 8)

 $A^{(1)}$

Applicable Line)

\$0

Filed(Month/Day/Year)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

PACIFIC PALISADES, CA 90272

(Street)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D)

5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4)

Reported (Instr. 4)

(A) or

(Instr. 3, 4 and 5)

Reported Transaction(s) (Instr. 3 and 4)

8,948

Code V Amount (D) Price

Healthsouth

Common 10/15/2014 Stock Code V Amount (D)

50

D

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

(Month/Day/Year)

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HERMAN JOAN E							
17530 STRETTO WAY	X						
PACIFIC PALISADES, CA 90272							

Signatures

/s/ John P. Whittington, attorney-in-fact for Joan E.
Herman

**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 October 15, 2014 HealthSouth paid a dividend on its common stock of \$0.21 per share. The transaction reported on this Form 4 is an award of RSUs associated with that dividend payment.

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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