

KINDRED HEALTHCARE, INC  
 Form 4  
 February 27, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BATTAFARANO FRANK J**

2. Issuer Name and Ticker or Trading Symbol  
**KINDRED HEALTHCARE, INC [KND]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**680 SOUTH FOURTH STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/23/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec VP & Pres, Hospital Div**

**LOUISVILLE, KY 40202**

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/23/2006		F	2,285 D \$ 21.99	84,068 <sup>(1)</sup>	D	
Common Stock	02/23/2006		A	16,244 <sup>(2)</sup> A \$ 0	100,312 <sup>(1)</sup>	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 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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 21.99	02/23/2006		A	6,049	02/23/2007 <sup>(3)</sup> 02/23/2013	Common Stock 6,049
Employee Stock Option (Right to Buy)	\$ 21.99	02/23/2006		A	13,641	02/23/2008 <sup>(4)</sup> 02/23/2013	Common Stock 13,641

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATTAFARANO FRANK J 680 SOUTH FOURTH STREET LOUISVILLE, KY 40202			Exec VP & Pres, Hospital Div	

## Signatures

Frank J.  
Battafarano 02/27/2006  
 \*\*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) This reporting person also indirectly owns fifty shares of common stock held jointly with his mother.
- (2) These shares represent restricted stock granted to the reporting person. These shares vest in equal annual installments over four years commencing on 2/23/2007.
- (3) This option becomes exercisable in the following cumulative installments: 4,922 on 2/23/07, 376 on 2/23/08, 375 on 2/23/09 and 376 on 2/23/10.
- (4) This option vests in the following cumulative installments: 4,547 on 2/23/08, 4,547 on 2/23/09 and 4,547 on 2/23/10.

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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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