

AMERICAN HEALTHWAYS INC  
 Form 4/A  
 February 08, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**HERR HENRY D**

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN HEALTHWAYS INC [AMHC]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**AMERICAN HEALTHWAYS, INC., 3841 GREEN HILLS VILLAGE DRIVE**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/14/2004**

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

(Street)  
**NASHVILLE, TN 37215**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**01/15/2004**

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 Ownership (Instr. 4)
Common Stock	01/14/2004		G	V Amount (D) Price 6,820 D \$ 26.9	411,046 <sup>(1)</sup>	D	
Common Stock					60,000 <sup>(1)</sup>	I	Held by Henry D. Herr 2003 AMHC GRAT

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

