

CHIDSEY JOHN

Form 4

October 17, 2018

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

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

OMB APPROVAL

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

(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

Encompass Health Corp [EHC]

3. Date of Earliest Transaction
(Month/Day/Year)

10/15/2018

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)
Encompass Health Common Stock	10/15/2018		A	227 ⁽¹⁾ A	\$ 0 109,027	D	
Encompass Health Common Stock	10/16/2018		A	538 ⁽²⁾ A	\$ 75.26 109,565	D	
				⁽³⁾			

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

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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 6915 GRANADA BOULEVARD CORAL GABLES, FL 33146	X

Signatures

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

10/17/2018

____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, 2018, Encompass Health paid a dividend on its common stock of \$0.27 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) 373 shares of common stock of Encompass Health 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) 165 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

- (2) elections during 2017 to defer fixed percentages of their directors fees for 2018. 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 October 15, 2018, the Company paid a dividend on common stock of \$0.27 per share.

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- (3) This per share price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.26 to \$75.27, inclusive. The reporting person undertakes to provide to Encompass Health Corporation, any of its security holders, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

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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