

Tarr Mark J  
Form 4  
May 03, 2019

**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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tarr Mark J

(Last) (First) (Middle)

4158 APPOMATTOX LANE

(Street)

MOUNTAIN BROOK, AL 35213

(City) (State) (Zip)

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

Encompass Health Corp [EHC]

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

05/01/2019

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)

President & CEO

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	05/01/2019		M	10,550 A	\$ 14.95 352,927	D	
Encompass Health Common Stock	05/01/2019		M	33,331 A	\$ 17.3 386,258	D	
Encompass Health Common Stock	05/01/2019		M	23,501 A	\$ 24.21 409,759	D	

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Encompass Health Common Stock	05/01/2019	S	43,439	D	\$ 63.74 (1)	366,320	D
Encompass Health Common Stock	05/01/2019	S	23,943	D	\$ 63.23 (2)	342,377	D

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

**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)

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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 14.95	05/01/2019		M		10,550		02/27/2010 <sup>(3)</sup>	09/02/2019	Encompass Health Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 17.3	05/01/2019		M		33,331		02/26/2011 <sup>(3)</sup>	02/26/2020	Encompass Health Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 24.21	05/01/2019		M		23,501		02/29/2012 <sup>(3)</sup>	02/28/2021	Encompass Health Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		President & CEO	

Tarr Mark J  
4158 APPOMATTOX LANE  
MOUNTAIN BROOK, AL 35213

## Signatures

/s/ Mark J. Tarr

05/03/2019

\_\_\_\_\_  
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 per share price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.31 to \$64.30, 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.
  - (2) This per share price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.07 to \$63.31, exclusive. 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.
  - (3) The option vested in three equal installments on the anniversaries of the grant date beginning on the date set forth.

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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