HEALTHSOUTH CORP

Form 4

February 19, 2014

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

OMB 3235-0287 Number:

OMB APPROVAL

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Levy Cheryl B.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HEALTHSOUTH CORP [HLS]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

Director

10% Owner

3137 BROOK HIGHLAND DRIVE

(Month/Day/Year)

Other (specify X_ Officer (give title below)

02/14/2014

Chief Human Resources Officer 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

(Middle)

Applicable Line)

Filed(Month/Day/Year)

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

Person

BIRMINGHAM, AL 35242

(City)	(State) (Z	ip) Table	I - Non-De	rivative Se	curiti	es Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed 4 and : (A) or	of (D)	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)
Healthsouth Common Stock	02/14/2014		A	4,329 (1)	A	\$ 0	72,193	D	
Healthsouth Common Stock	02/14/2014		A	10,447 (2)	A	\$ 0	82,640	D	
Healthsouth Common Stock	02/15/2014		F	821 (3)	D	\$ 33.02	81,819	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)

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)	S	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Levy Cheryl B. 3137 BROOK HIGHLAND DRIVE BIRMINGHAM, AL 35242

Chief Human Resources Officer

Signatures

/s/ Cheryl B. 02/18/2014 Levy

**Signature of Date Reporting Person

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) Award of restricted stock pursuant to the Company's Amended and Restated 2008 Equity Incentive Plan.
- This grant of restricted stock is the result of the satisfaction of certain performance criteria set out in the terms of a performance share unit award made on February 24, 2012.
- These shares were withheld or surrendered to pay the insider's tax withholding obligations incurred in connection with the vesting of the related restricted stock.

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.

Reporting Owners 2