

Tarr Mark J
Form 4
May 03, 2019

FORM 4

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

OMB APPROVAL

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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 *
Tarr Mark J

2. Issuer Name and Ticker or Trading Symbol
Encompass Health Corp [EHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

4158 APPOMATTOX LANE

05/01/2019

President & CEO

(Street)

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

MOUNTAIN BROOK, AL 35213

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
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.

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(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 Underlying Security (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 ⁽³⁾ 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 ⁽³⁾ 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 ⁽³⁾ 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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