

KINDRED HEALTHCARE, INC
 Form 4
 June 02, 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 *
 Lucchese John Joseph

2. Issuer Name and Ticker or Trading Symbol
 KINDRED HEALTHCARE, INC
 [KND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 680 SOUTH FOURTH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P. Finance and Corp. Cont.

LOUISVILLE, KY 40202

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

(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	(A) or (D)	Price
Common Stock	06/01/2005		M		1,600	A	\$ 16 8,258
Common Stock	06/01/2005		M		1,000	A	\$ 15.91 9,258
Common Stock	06/01/2005		M		1,717	A	\$ 11.03 10,975
Common Stock	06/01/2005		S		500	D	\$ 38.85 10,475
Common Stock	06/01/2005		S		1,617	D	\$ 38.8409 8,858

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Common Stock	06/01/2005	S	900	D	\$ 38.93	7,958	D
Common Stock	06/01/2005	S	1,300	D	\$ 38.94	6,658	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. 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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employee Stock Option (Right to Buy)	\$ 16	06/01/2005		M	1,600	05/21/2002 ⁽¹⁾ 05/21/2011	Common Stock	1,600	
Employee Stock Option (Right to Buy)	\$ 15.91	06/01/2005		M	1,000	07/23/2003 ⁽²⁾ 07/23/2012	Common Stock	1,000	
Employee Stock Option (Right to Buy)	\$ 11.03	06/01/2005		M	1,717	07/22/2004 ⁽³⁾ 07/22/2013	Common Stock	1,717	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lucchese John Joseph
680 SOUTH FOURTH STREET
LOUISVILLE, KY 40202

V.P. Finance and Corp. Cont.

Signatures

John J. Lucchese 06/02/2005

 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 option is exercisable in cumulative equal annual installments over four years commencing on 5/21/02.
- (2) This option is exercisable in cumulative equal annual installments over four years commencing on 7/23/03.
- (3) This option is exercisable in the following installments: 1,717 on 7/22/04, 1,716 on 7/22/05 and 1,717 on 7/22/06.

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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