

SHAW L EDWARD JR

Form 4

July 18, 2018

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 *
SHAW L EDWARD JR

(Last) (First) (Middle)

**11377 TURTLE BEACH
 ROAD, LOST TREE VILLAGE**

(Street)

NORTH PALM BEACH, FL 33408

(City) (State) (Zip)

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

 3. Date of Earliest Transaction
 (Month/Day/Year)
07/16/2018

 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	07/16/2018		A	237 ⁽¹⁾ A	\$ 0 87,832	D	
Encompass Health Common Stock	07/17/2018		A	52 ⁽²⁾ A	\$ 68 87,884	D	

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
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 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
SHAW L EDWARD JR 11377 TURTLE BEACH ROAD LOST TREE VILLAGE NORTH PALM BEACH, FL 33408	X

Signatures

Patrick Darby, attorney-in-fact for L. Edward Shaw, Jr. 07/18/2018

__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).
- (1) 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 (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 July 16, 2018, Encompass Health paid a dividend on its common stock of \$0.25 per share. The transaction reported on this Form 4 is an award of RSUs associated with that dividend payment.
- (2) Pursuant to Encompass Health Corporation's Directors Deferred Stock Investment Plan (the "Plan"), cash dividends on shares of Encompass Health common stock held under the Plan are reinvested by the Plan administrator. The Plan is a nonqualified deferral plan adopted and approved by the Board of Directors, effective November 1, 2007, allowing non-employee directors to make elections to defer fixed percentages of their directors fees for the following year. The deferred fees fund the purchase of Encompass Health common stock by the Plan administrator in the market for the account of each participating director and such stock is entitled to cash dividends under the Plan. On July 16, 2018, the Company paid a dividend on common stock of \$0.25 per share. The transaction reported on this Form 4 is a purchase of shares of common stock of Encompass Health in the market with

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that dividend payment.

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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