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KINDRED HEALTHCARE INC

Form SC 13D/A

November 15, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

KINDRED HEALTHCARE, INC.

(Name of Issuer)

Common Stock, par value \$0.25 per share

(Title of Class of Securities)

494580103

(CUSIP Number)

Stephen Feinberg
450 Park Avenue
28th Floor
New York, New York 10022
(212) 421-2600

with a copy to:
Robert G. Minion, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2424

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 11, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Cusip No. 494580103

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- 1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Stephen Feinberg

- 2) Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) Not
 (b) Applicable

- 3) SEC Use Only

- 4) Source of Funds (See Instructions): WC

- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): Not Applicable

- 6) Citizenship or Place of Organization: United States

Number of 7) Sole Voting Power: *

Shares Beneficially 8) Shared Voting Power: *

Owned by Each Reporting 9) Sole Dispositive Power: *

Person With 10) Shared Dispositive Power: *

- 11) Aggregate Amount Beneficially Owned by Each Reporting Person:
 1,122,521*

- 12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable

- 13) Percent of Class Represented by Amount in Row (11): 6.4%*

- 14) Type of Reporting Person (See Instructions): IA, IN

* Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), is the holder of 13,200 shares of common stock (the "Shares") of Kindred Healthcare, Inc. (the "Company"), Cerberus Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), is the holder of 229,134 Shares, Cerberus International, Ltd., a corporation organized under the laws of the Bahamas ("International"), is the holder of 587,086 Shares and various other private investment funds (the "Funds") own in the aggregate 293,101 Shares. Stephen Feinberg possesses sole power to vote and direct the disposition of all securities of the Company owned by each of Cerberus, Institutional, International and the Funds. Thus, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 1,122,521 Shares, or 6.4% of those deemed issued and outstanding. See Item 5 of this Amendment No.1 to Schedule 13D for further information.

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Item 5. Interest in Securities of the Issuer.

Based upon the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002, as of October 31, 2002, there were 17,648,857 Shares issued and outstanding. As of November 11, 2002, Cerberus is the holder of 13,200 Shares, Institutional is the holder of 229,134 Shares, International is the holder of 587,086 Shares and the Funds in the aggregate hold 293,101 Shares. Mr. Feinberg possesses sole power to vote and direct the disposition of all securities of the Company owned by each of Cerberus, Institutional, International and the Funds. Thus, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 1,122,521 Shares, or 6.4% of those deemed issued and outstanding.

The following table details the transactions since the filing of the Schedule 13D by Mr. Feinberg in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Mr. Feinberg or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which were effected in an ordinary brokerage transaction):

I. Cerberus

(Purchases)

Date ----	Quantity -----	Price -----
November 7, 2002	300	\$16.89
November 8, 2002	1,000	\$16.85
November 11, 2002	1,500	\$16.63

(Sales)

NONE

II. Institutional

(Purchases)

Date ----	Quantity -----	Price -----
November 7, 2002	5,100	\$16.89
November 8, 2002	17,000	\$16.85
November 11, 2002	25,500	\$16.63

(Sales)

NONE

III. International

(Purchases)

Date ----	Quantity -----	Price -----
November 7, 2002	13,100	\$16.89
November 8, 2002	44,000	\$16.85
November 11, 2002	65,300	\$16.63

(Sales)

NONE

IV. The Funds

(Purchases)

Date ----	Quantity -----	Price -----
November 7, 2002	6,500	\$16.89
November 8, 2002	21,800	\$16.85
November 11, 2002	32,700	\$16.63

(Sales)

NONE

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 12, 2002

/s/ Stephen Feinberg

Stephen Feinberg, in his capacity as the managing member of Cerberus Associates, L.L.C., the general partner of Cerberus Partners, L.P., and the investment manager for Cerberus Institutional Partners, L.P., Cerberus International, Ltd. and the Funds

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Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001).