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HEALTHSOUTH CORP
 Form S-8
 March 27, 2002

As filed with the Securities and Exchange Commission on March 27, 2002

REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

 FORM S-8
 REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

HEALTHSOUTH CORPORATION
 (Exact Name of Registrant as Specified in Its Charter)

DELAWARE
 (State or Other Jurisdiction
 of Incorporation or Organization)

63-0860407
 (IRS Employer Identification No.)

ONE HEALTHSOUTH PARKWAY, BIRMINGHAM, ALABAMA 35243
 (Address of Principal Executive Offices) (Zip Code)

1995 STOCK OPTION PLAN
 (Full Title of the Plan)

RICHARD M. SCRUSHY
 Chairman of the Board
 and Chief Executive Officer
 HEALTHSOUTH Corporation
 One HealthSouth Parkway
 Birmingham, Alabama 35243
 (Name and Address of Agent For Service)
 (205) 967-7116
 (Telephone Number, Including Area Code,
 of Agent For Service)

Copy to:
 WILLIAM W. HORTON, ESQ.
 Executive Vice President and Corporate Counsel Haskel
 HEALTHSOUTH Corporation
 One HealthSouth Parkway
 Birmingham, Alabama 35243
 (205) 967-7116

 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MA AGGREGATE OF PRICE (
Common Stock, Par	3,534,425 shares	N/A	\$47,644,0

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Value \$.01 Per Share

(1) In accordance with Rules 457(c) and (h) promulgated under the Securities Act of 1933, as offering price and the registration fee are based on a price of \$13.48 per share, which high and low prices for the shares of HEALTHSOUTH Corporation Common Stock as reported on March 20, 2002.

EXPLANATORY NOTE

This registration statement is being filed pursuant to Instruction E of Form S-8, promulgated pursuant to the Securities Act of 1933, as amended, to register an additional 3,534,425 shares of HEALTHSOUTH Corporation Common Stock issuable pursuant to its 1995 Stock Option Plan. This registration statement includes a facing page, this page, the signature page, an exhibit index, an Exhibit 5 legal opinion (and a consent included therein), and an accountant's consent. Pursuant to Instruction E, the content of HEALTHSOUTH Corporation's registration statements on Form S-8 (Registration Nos. 333-02221, 333-42301, 333-49345, 333-33686 and 333-58064), including the exhibits thereto, are incorporated by reference into this registration statement. All previously registered shares may be issued pursuant to HEALTHSOUTH Corporation's 1995 Stock Option Plan. Registration fees have been paid for all such previously registered shares.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on March 27, 2002.

HEALTHSOUTH CORPORATION

By /s/ Richard M. Scrushy

Richard M. Scrushy
Chairman of the Board
and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard M. Scrushy and William T. Owens, and each of them, his or her attorney-in-fact with powers of substitution for him or her in any and all capacities, to sign any amendments, supplements, subsequent registration statements relating to the offering to which this registration statement relates, or other instruments he or she deems necessary or appropriate, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute may do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title
/s/ Richard M. Scrushy ----- Richard M. Scrushy	Chairman of the Board and Chief Executive Officer and Director
/s/ Weston L. Smith ----- Weston L. Smith	Executive Vice President and Chief Financial Officer (Principal Accounting Officer)
/s/ John S. Chamberlin ----- John S. Chamberlin	Director
/s/ C. Sage Givens ----- C. Sage Givens	Director
/s/ Joel C. Gordon ----- Joel C. Gordon	Director
/s/ Charles W. Newhall III ----- Charles W. Newhall III	Director
/s/ William T. Owens ----- William T. Owens	Director
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/s/ Larry D. Striplin, Jr. ----- Larry D. Striplin, Jr.	Director
/s/ George H. Strong	Director

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George H. Strong

/s/ Phillip C. Watkins

Director

Ma

Phillip C. Watkins

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INDEX TO EXHIBITS

Exhibit No.	Description
(4)	1995 Stock Option Plan, filed as Appendix A to HEALTHSOUTH Corporation's Definitive Proxy Statement for its 1995 Annual Meeting of Stockholders, dated May 12, 1995, is hereby incorporated by reference.
(5)	Opinion of Haskell Slaughter Young & Rediker, L.L.C. as to the legality of the shares of HEALTHSOUTH Corporation Common Stock being registered.
(23)-1	Consent of Ernst & Young LLP.
(23)-2	Consent of Haskell Slaughter Young & Rediker, L.L.C. (included in the opinion filed as Exhibit 5).
(24)	Powers of Attorney (see signature pages).

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