

AMERICAN HEALTHWAYS INC
 Form 4/A
 February 11, 2005

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 *
 TAYLOR DONALD B

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN HEALTHWAYS INC
 [AMHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 AMERICAN HEALTHWAYS,
 INC., 3841 GREEN HILLS
 VILLAGE DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/02/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and COO

NASHVILLE, TN 37215
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/06/2004

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------|------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/02/2004 | | G ⁽¹⁾ | V | 460 ⁽¹⁾ | A ⁽¹⁾ | \$ 23.87 | 460 ⁽¹⁾ | I ⁽¹⁾ | Held by Donald Brooks Taylor a Minor Trust |
| Common Stock | 01/02/2004 | | G ⁽¹⁾ | V | 460 ⁽¹⁾ | A ⁽¹⁾ | \$ 23.87 | 460 ⁽¹⁾ | I ⁽¹⁾ | Held by Chase Blackstone Taylor a Minor Trust |

