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HEALTHSOUTH CORP
Form 8-K
August 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report: August 14, 2002

HEALTHSOUTH Corporation

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|---|
| Delaware ----- | 1-10315 ----- | 63-0860407 ----- |
| State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|---|----------------|
| One HEALTHSOUTH Parkway Birmingham, Alabama ----- | 35243 ----- |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's Telephone Number,
Including Area Code: (205) 967-7116

Item 9. REGULATION FD DISCLOSURE

On August 14, 2002, Richard M. Scrusby, Chairman of the Board and Chief Executive Officer of HEALTHSOUTH Corporation, and Weston L. Smith, Executive Vice President and Chief Financial Officer of the Corporation, transmitted the following sworn statements to the Securities and Exchange Commission pursuant to SEC Order 4-460, in the form required by Exhibit A to such SEC Order:

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL
OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Richard M. Scrusby, Chairman of the Board and Chief Executive Officer of HEALTHSOUTH Corporation, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of HEALTHSOUTH Corporation, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in

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the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and

- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with HEALTHSOUTH Corporation's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o the Annual Report on Form 10-K for the year ended December 31, 2001 of HEALTHSOUTH Corporation;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of HEALTHSOUTH Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/S/ RICHARD M. SCRUSHY

Signature

Richard M. Scrushy

Printed Name

Date: August 14, 2002

Subscribed and sworn to before me this
14th day of August, 2002.
/s/Karen E. Carlee

Notary Public

My Commission Expires: 11-8-04

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Weston L. Smith, Executive Vice President and Chief Financial Officer of HEALTHSOUTH Corporation, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of HEALTHSOUTH Corporation, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material

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fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and

- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with HEALTHSOUTH Corporation's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o the Annual Report on Form 10-K for the year ended December 31, 2001 of HEALTHSOUTH Corporation;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of HEALTHSOUTH Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ WESTON L. SMITH

Signature

Weston L. Smith

Printed Name

Date: August 14, 2002

Subscribed and sworn to before me this
14th day of August, 2002.

/s/ Karen E. Carlee

Notary Public

My Commission Expires: 11-8-04

In addition, on August 14, 2002, Mr. Scrushy and Mr. Smith transmitted to the SEC the following certifications required by 18 U.S.C.ss.1350, as added by Section 906 of the Sarbanes-Oxley Act:

CERTIFICATION PURSUANT TO 18 U.S.C. SS. 1350

The undersigned, in his capacity as Chief Executive Officer of HEALTHSOUTH Corporation (the "Company"), hereby certifies as follows with

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respect to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2002 (the "Report"):

- o The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C.ss.78m or 78o(d)); and
- o The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is given by the undersigned pursuant to 18 U.S.C.ss. 1350.

DATED: August 14, 2002.

/s/ RICHARD M. SCRUSHY

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

CERTIFICATION PURSUANT TO 18 U.S.C. SS. 1350

The undersigned, in his capacity as Chief Financial Officer of HEALTHSOUTH Corporation (the "Company"), hereby certifies as follows with respect to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2002 (the "Report"):

- o The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C.ss.78m or 78o(d)); and
- o The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is given by the undersigned pursuant to 18 U.S.C.ss. 1350.

DATED: August 14, 2002.

/s/ WESTON L. SMITH

Weston L. Smith
Executive Vice President and
Chief Financial Officer
HEALTHSOUTH Corporation

We are furnishing the text of these statements and certifications pursuant to the Securities and Exchange Commission's Regulation FD. This information is furnished pursuant to Item 9 of Form 8-K and shall not be deemed

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to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934. By filing this report on Form 8-K and furnishing this information, we make no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 14, 2002

HEALTHSOUTH Corporation

By /s/ WILLIAM W. HORTON

William W. Horton
Executive Vice President
and Corporate Counsel