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FEINBERG STEPHEN  
Form SC 13D/A  
November 17, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 9)\*

KINDRED HEALTHCARE, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.25 per share

-----  
(Title of Class of Securities)

494580103

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(CUSIP Number)

Stephen Feinberg  
299 Park Avenue  
22nd Floor  
New York, New York 10171  
(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)

May 5, 2004

-----  
(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 9) Sole Dispositive Power: \*

Each Reporting Person With 10) Shared Dispositive Power: \*

11) Aggregate Amount Beneficially Owned by Each Reporting Person: 850,000\*

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): 4.7%\*

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

\* Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), is the holder of 10,710 shares of the common stock, par value \$0.25 per share (the "Shares"), of Kindred Healthcare, Inc. (the "Company"), Cerberus Institutional Partners, L.P., a Delaware limited partnership ("Institutional"), is the holder of 154,889 Shares, Cerberus International, Ltd., a corporation organized under the laws of the Bahamas ("International"), is the holder of 455,120 Shares and various other private investment funds (the "Funds") own in the aggregate 229,281 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, as of May 5, 2004, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 850,000 Shares, or 4.7% of the Shares deemed issued and outstanding as of that date. See Item 5 of this Amendment No. 9 to Schedule 13D for further information.

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Item 5. Interest in Securities of the Issuer.  
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Based upon the Company's Definitive Proxy Statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 filed on March 29, 2004, as of March 25, 2004 there were 18,183,712 Shares issued and outstanding. As of May 5, 2004, Cerberus is the holder of 10,710 Shares, Institutional is the holder of 154,889 Shares, International is the holder of 455,120 Shares and the Funds in the aggregate hold 229,281 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, as of May 5, 2004, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 850,000 Shares, or 4.7% of the Shares deemed issued and outstanding as of that date.

Stephen Feinberg ceased to be the beneficial owner of more than 5% of the Shares deemed to be outstanding as of May 3, 2004.

The following table details the transactions since the filing of the Schedule 13D Amendment No. 8 dated as of February 4, 2004 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  
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(Purchases)

NONE

(Sales)

| Date<br>----   | Quantity<br>----- | Price<br>----- |
|----------------|-------------------|----------------|
| April 30, 2004 | 1,000             | \$48.77        |
| May 3, 2004    | 580               | \$49.52        |
| May 4, 2004    | 300               | \$49.76        |
| May 5, 2004    | 300               | \$51.18        |

II. Institutional  
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(Purchases)

NONE

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(Sales)

| Date<br>----   | Quantity<br>----- | Price<br>----- |
|----------------|-------------------|----------------|
| April 30, 2004 | 13,800            | \$48.77        |
| May 3, 2004    | 8,530             | \$49.52        |
| May 4, 2004    | 4,550             | \$49.76        |
| May 5, 2004    | 4,550             | \$51.18        |

III. International  
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(Purchases)

NONE

(Sales)

| Date<br>----   | Quantity<br>----- | Price<br>----- |
|----------------|-------------------|----------------|
| April 30, 2004 | 40,000            | \$48.77        |
| May 3, 2004    | 25,240            | \$49.52        |
| May 4, 2004    | 3,000             | \$49.44        |
| May 4, 2004    | 13,400            | \$49.76        |
| May 5, 2004    | 13,400            | \$51.18        |

IV. The Funds  
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(Purchases)

NONE

(Sales)

| Date<br>----   | Quantity<br>----- | Price<br>----- |
|----------------|-------------------|----------------|
| April 30, 2004 | 20,200            | \$48.77        |
| May 3, 2004    | 12,650            | \$49.52        |
| May 4, 2004    | 6,750             | \$49.76        |
| May 5, 2004    | 6,750             | \$51.18        |

Signature  
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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.

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November 16, 2004

/s/ Stephen Feinberg

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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

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