SELECT MEDICAL HOLDINGS CORP

Form 4 June 09, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

See Instruction

1(b).

obligations may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Breighner Robert G. JR

2. Issuer Name and Ticker or Trading

Symbol

SELECT MEDICAL HOLDINGS CORP [SEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

Vice President, Compliance

(Month/Day/Year) 06/06/2014

C/O SELECT MEDICAL **HOLDINGS CORPORATION, 4714**

(Street)

(State)

GETTYSBURG ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of or Peneficially Owned

below)

MECHANICSBURG, PA 17055

. •		Tabl	e I - Noll-D	envauve	Securi	nes Acqu	iii eu, Disposeu oi	, or belieficiali	y Owneu
1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	
					(A)		Transaction(s)	· · · · · ·	
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	()		
Common Stock	06/06/2014		M	10,000	A	\$ 9.18	25,000	D	
Common Stock	06/06/2014		S	10,000	D	\$ 15.51	15,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 9.18	06/06/2014		М	10,000	<u>(1)</u>	11/22/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
100000000000000000000000000000000000000	Director	10% Owner	Officer	Other		
Breighner Robert G. JR C/O SELECT MEDICAL HOLDINGS CORPORATION 4714 GETTYSBURG ROAD MECHANICSBURG, PA 17055			Vice President, Compliance			

Signatures

/s/ Michael E. Tarvin, as attorney-in-fact

06/09/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Incentive Stock Option vests in five equal annual installments, which began on November 23, 2010. The option will be fully exercisable as of November 23, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2