BEVERLY ENTERPRISES INC
Form 4
March 16, 2006

FORM 4

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEVEREAUX DAVID R

(Last) (First) (Middle)

ONE THOUSAND BEVERLY WAY

(Street)

FORT SMITH, AR 72919

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BEVERLY ENTERPRISES INC [BEV]

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amo Underlying Secu

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sh
Incentive Stock Option (right to buy)	$ 7.35	03/13/2006[(1)]		J			35,272	03/14/2006	02/20/2011	$.10 Par Value Common Stock	3
Incentive Stock Option (right to buy)	$ 3.25	03/13/2006[(1)]		J			32,475	03/14/2006	02/16/2010	Common Stock	3
Non-Qualified Stock Option (right to buy)	$ 5.95	03/13/2006[(1)]		J			167,281	03/14/2006	02/13/2012	$.10 Par Value Common Stock	1
Non-Qualified Stock Option (right to buy)	$ 7.35	03/13/2006[(1)]		J			52,128	03/14/2006	02/20/2011	$.10 Par Value Common Stock	5
Non-Qualified Stock Option (right to buy)	$ 8.48	03/13/2006[(1)]		J			100,000	03/14/2006	06/01/2011	$.10 Par Value Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVEREAUX DAVID R ONE THOUSAND BEVERLY WAY FORT SMITH, AR 72919			EXECUTIVE VICE PRESIDENT	

Signatures

By: Brenda Boster, by Power of Attorney For: David R. Devereaux	03/14/2006
**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) In accordance with the terms of the Merger Agreement entered into by and between Beverly Enterprises, Inc. and Pearl Senior Care, LLC et al. the stock options were cancelled and the Reporting Person received the difference between the option price and the merger consideration of $12.50 per share. The date referenced in the transactions was only for clerical purposes to get all of the transactions entered, however, nothing was paid out until the actual closing date of March 14, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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