SELECT MEDICAL CORP

Form 4

February 22, 2005

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Form filed by More than One Reporting

Estimated average

See Instruction 1(b).

. .

(Print or Type Responses)

1. Name and Address of Reporting Person * ORTENZIO ROBERT A		_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer			
			SELECT MEDICAL CORP [SEM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
4716 OLD 0	GETTYSBU	IRG	02/18/2005	X Officer (give title Other (specif			
ROAD, P.O	. BOX 2034	ļ		below) below) CEO and President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			

MECHANICSBURG, PA 17055

MECH HARBERO, 171 17033							Person		
(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Ac	quired, Disposed	l of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deemed 3. 4. Securities Acquired Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)			of (D) 5)	Securities Ownership I Beneficially Form: E Owned Direct (D)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$.01 per share	02/18/2005		Code V M	Amount 17,020 (1)	(D)	Price \$ 5.88 (1)	1,717,020	D	
Common Stock, par value \$.01 per share							11,002 (2)	I	By R.A. Ortenzio Family Partnership, L.P.
Common Stock, par value \$.01							27,480 (3)	I	By Select Capital Corporation

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per share			
Common Stock, par value \$.01 per share	131,390 (4)	I	By RAO Generation Skipping Trust
Common Stock, par value \$.01 per share	78,338 <u>(5)</u>	I	By Ortenzio Family Partnership, L.P.
Common Stock, par value \$.01 per share	200,000	I	By The Robert A. Ortenzio GRAT
Common Stock, par value \$.01 per share	866 <u>(6)</u>	I	By Select Investments I
Reminder: Report on a separate line for each class of securities benefic	cially owned directly or indirectly		
Reminder. Report on a separate fine for each class of securities benefit	Persons who respond to the col information contained in this for		SEC 1474 (9-02)

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

4.

number.

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(1)

5. Number of 6. Date Exercisable and

7. Title and Amount

Stock

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	any Code Securities (Month/Day/Year) (Instr. 8) Acquired		rities uired (A) isposed of r. 3, 4,	Expiration Date (Month/Day/Year)		Underlying Securitic (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Options	\$ 5.88 <u>(1)</u>	02/18/2005		M		17,020	04/26/2002(7)	04/25/2011	Common	17,0

Reporting Owners

1. Title of

(right to buy)

2.

Relationships **Reporting Owner Name / Address**

3. Transaction Date 3A. Deemed

Reporting Owners 2

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Director 10% Owner Officer Other

ORTENZIO ROBERT A 4716 OLD GETTYSBURG ROAD P.O. BOX 2034 MECHANICSBURG, PA 17055

X

CEO and President

Signatures

/s/ Michael E. Tarvin, attorney-in-fact for Robert A. Ortenzio

02/18/2005

**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) Adjusted to reflect effect of 2-for-1 stock split of the Company's common stock paid on December 22, 2003.
- These shares are directly owned by the R.A. Ortenzio Family Partnership, L.P., of which Mr. Ortenzio is a general partner. Mr. Ortenzio
- (2) disclaims beneficial ownership of any shares held by the R.A. Ortenzio Family Partnership, L.P. that exceed his pecuniary interest therein.
- (3) Mr. Ortenzio is a 25% owner, Director and President of Select Capital Corporation. Mr. Ortenzio disclaims beneficial ownership of any shares held by Select Capital Corporation that exceed his pecuniary interest therein.
- (4) These shares are directly owned by the RAO Generation Skipping Trust, of which Mr. Ortenzio is a trustee and beneficiary.
- (5) These shares are directly owned by the Ortenzio Family Partnership, L.P., of which Mr. Ortenzio is the general partner.
- (6) Mr. Ortenzio is a partner and 25% owner of Select Investments I. Mr. Ortenzio disclaims beneficial ownership of any shares held by Select Investments I that exceed his pecuniary interest therein.
- (7) The original option grant of 51,060 options vested over three years in equal parts of 1/3rd of the total per year, the first installment of which vested on 04/26/2002.

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.

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