

SELECT MEDICAL CORP  
Form 4  
February 28, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DALTON JAMES E JR

(Last) (First) (Middle)  
6505 EDINBURGH DR.  
  
(Street)

NASHVILLE, TN 37221

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SELECT MEDICAL CORP [SEM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/24/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |       |
|                                 |                                      |  |                                | Code  | V   | Amount   | (D)                               | Price |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security                        |         |            | or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--|---------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
|  |         |            | Code                                    | V (A) (D) |                  |                 |              |                            |
| Non-qualified Stock Options (right to buy) | \$ 5.21 | 02/24/2005 | D <sup>(1)</sup>                        | 28,800    | 12/20/2001       | 12/19/2010      | Common Stock | 28,800                     |
| Non-qualified Stock Options (right to buy) | \$ 7.02 | 02/24/2005 | D <sup>(1)</sup>                        | 14,000    | 02/12/2003       | 02/11/2012      | Common Stock | 14,000                     |
| Non-qualified Stock Options (right to buy) | \$ 6.68 | 02/24/2005 | D <sup>(1)</sup>                        | 14,000    | 02/21/2004       | 02/20/2013      | Common Stock | 14,000                     |
| Non-qualified Stock Options (right to buy) | \$ 15.5 | 02/24/2005 | D <sup>(1)</sup>                        | 14,000    | 02/10/2005       | 02/09/2014      | Common Stock | 14,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DALTON JAMES E JR<br>6505 EDINBURGH DR.<br>NASHVILLE, TN 37221 | X             |           |         |       |

## Signatures

/s/ Michael E. Tarvin, attorney-in-fact for James E. Dalton, Jr. 02/28/2005

\*\*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).

This option was cancelled in the merger of the issuer with EGL Acquisition Corp. effective February 24, 2005 in exchange for a cash (1) payment equal to the number of shares subject to the option multiplied by the difference between the exercise price of the option and \$18.00.

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.