

BABB DOUGLAS J  
Form 4  
December 27, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
BABB DOUGLAS J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP Chief Admin/Legal Officer

ONE THOUSAND BEVERLY WAY

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(Street)

FORT SMITH, AR 72919

(City) (State) (Zip)

**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
\$.10 Par Value Common Stock	12/23/2005		F		29,036 (1)	D	\$ 11.77 176,025
\$.10 Par Value Common Stock	12/23/2005		F		15,685 (2)	D	\$ 11.77 160,340
\$.10 Par Value Common	12/23/2005		F		22,524 (2)	D	\$ 11.77 137,816

Stock

\$.10 Par Value Common Stock  
 12/23/2005 F 18,103<sup>(2)</sup> D \$ 11.77 119,713 D

\$.10 Par Value Common Stock  
 12/23/2005 A 66,828<sup>(3)</sup> A \$ 0 186,541 D

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 Derivative Security	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) 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABB DOUGLAS J ONE THOUSAND BEVERLY WAY FORT SMITH, AR 72919			EVP Chief Admin/Legal Officer	

## Signatures

By: Brenda Boster, by Power of Attorney For: Douglas J. Babb  
 12/23/2005

\_\_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) Shares withheld in payment of taxes associated with issuance of shares in connection with early vesting of performance units pursuant to the terms of the merger agreement, determined by dividing the reporting person's applicable withholding amount by \$11.77 (the closing market price of the Company's common stock on December 23, 2005, the date the shares were issued), with fractional shares being rounded up to the next whole number.
- (2) Shares withheld in payment of taxes associated with early vesting of restricted stock pursuant to the terms of the merger agreement by and among Beverly Enterprises, Inc. (the "Company"), Pearl Senior Care, Inc., PSC Sub, Inc. and Geary Property Holdings, LLC, as amended (the "Merger Agreement").
- (3) Represents shares issued pursuant to early vesting of performance-based stock units granted under the Beverly Enterprises, Inc. 1997 Long-Term Incentive Plan, with an aggregate cash value at the time of grant of \$835,350.00 (the "Dollar Value"). Pursuant to the terms of the merger agreement by and among Beverly Enterprises, Inc., Pearl Senior Care, Inc., PSC Sub, Inc. and Geary Property Holdings, LLC, as amended (the "Merger Agreement"), the number of shares issued was determined by dividing the Dollar Value by \$12.50, which is the per share purchase price in the Merger Agreement, with fractional shares being rounded up to the next whole number.

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.