

SELECT MEDICAL HOLDINGS CORP
Form 4
October 01, 2009

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 *
JACKSON MARTIN F

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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

C/O SELECT MEDICAL HOLDINGS CORPORATION, 4714 GETTYSBURG ROAD

(Street)

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

MECHANICSBURG, PA 17055

(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) | 4. Securities Acquired (A) or Disposed of (D) | | | | 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) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|-----------------------------------------------|---|---------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|--------|
| | | | Code | V | Amount | (A) or (D) Price | | | | |
| Common Stock | 09/30/2009 | | C | | 150,693 | A | Ⓣ | 1,261,660 | D | |
| Common Stock | 09/30/2009 | | C | | 1,554 | A | Ⓣ | 2,634 | I (2) | By son |
| Common Stock | 09/30/2009 | | C | | 1,554 | A | Ⓣ | 2,634 | I (2) | By son |
| Common Stock | 09/30/2009 | | C | | 1,554 | A | Ⓣ | 2,634 | I (1) | By son |
| | 09/30/2009 | | C | | 1,554 | A | Ⓣ | 2,634 | I (2) | |

Common
Stock

By
daughter

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

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(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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Participating Preferred Stock | (1) | 09/30/2009 | | C | 51,925.65 | (1) (1) | (1) (1) | Common Stock | 150,6 |
| Participating Preferred Stock | (1) | 09/30/2009 | | C | 535.32 | (1) (1) | (1) (1) | Common Stock | 1,55 |
| Participating Preferred Stock | (1) | 09/30/2009 | | C | 535.32 | (1) (1) | (1) (1) | Common Stock | 1,55 |
| Participating Preferred Stock | (1) | 09/30/2009 | | C | 535.32 | (1) (1) | (1) (1) | Common Stock | 1,55 |
| Participating Preferred Stock | (1) | 09/30/2009 | | C | 535.32 | (1) (1) | (1) (1) | Common Stock | 1,55 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACKSON MARTIN F C/O SELECT MEDICAL HOLDINGS CORPORATION 4714 GETTYSBURG ROAD MECHANICSBURG, PA 17055 | | | Executive Vice President | |

Signatures

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

10/01/2009

__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).

- Upon consummation of the Company's initial public offering, each share of Participating Preferred Stock automatically converted into the number of shares of Common Stock determined by (a) dividing the accreted value of such share of Participating Preferred Stock by the net price per share received by the Company in the initial public offering and (b) adding .30 shares of Common Stock for each share of Participating Preferred Stock owned.
- (1)
 - (2) The reporting person beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.