

Edgar Filing: SELECT MEDICAL CORP - Form 5/A

SELECT MEDICAL CORP
Form 5/A
April 03, 2003

OMB APPROVAL

FORM 5 U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Number 3235-0362
Expires: January 31, 2005
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hours per response...1.0

- [] Check box if no longer
subject to Section 16.
Form 4 or Form 5 obligations
may continue.
See Instruction 1(b).
[] Form 3 Holdings Reported
[] Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*

Ortenzio Robert A.

(Last) (First) (Middle)

4716 Old Gettysburg Road, P.O. Box 2034

(Street)

Mechanicsburg PA 17055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Select Medical Corporation - NYSE (SEM)

3. IRS Identification Number of Reporting
Person, if an Entity (Voluntary)

4. Statement for Month/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Year)

February 10, 2003

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6. Relationship of Reporting Person(s)
to Issuer
(Check all applicable)

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

Chief Executive Officer and President

7. Individual or Joint/Group Reporting
(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. Trans- action 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 at the end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. |
|---|---|---|--------------------------------------|---|--|----|
| | | | | Amount (A) or Price (D) | | |
| Common Stock, par value \$.01 per share | 12/13/02 | | G(1) | 2,309 (A) | 4,429 | |
| Common Stock, par value \$.01 per share | | | | | 44,169 (2) | |
| Common Stock, par value \$.01 per share | | | | | 246,857 (3) | |
| Common Stock, par value \$.01 per share | | | | | 4,175 (4) | |

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Common Stock,
par value
\$.01 per share

958,574

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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FORM 5 (Continued)

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title Amount or Number of Shares |
| Non-qualified Stock Options (right to buy) | \$11.75 | 12/30/02 | | G(5) | 70,000 | (6) 4/25/11 | | Common Stock 70,000 |
| Non-qualified Stock Options (right to buy) | \$11.75 | 12/30/02 | | G(5) | 70,000 | (6) 4/25/11 | | Common Stock 70,000 |
| Non-qualified Stock Options (right to buy) | \$13.40 | 2/05/02 | | A | 230,000 | (7) 2/04/12 | | Common Stock 230,000 |

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| | | | | | | | | |
|--|---------|---------|---|---------|----------------|---------|----------------------|---------|
| Non-qualified Stock Options (right to buy) | \$15.25 | 5/13/02 | A | 130,000 | (8) | 5/12/12 | Com- mon Stock | 130,000 |
| Non-qualified Stock Options (right to buy) | \$15.25 | 5/13/02 | A | 750,000 | 5/13/09 (9) | 5/12/12 | Com- mon Stock | 750,000 |
| Non-qualified Stock Options (right to buy) | \$14.25 | 8/13/02 | A | 25,000 | (10) | 8/12/12 | Com- mon Stock | 25,000 |

Explanation of Responses:

- (1) Gift from Rocco A. Ortenzio. Mr. Ortenzio is a general partner of the R.A. Ortenzio Family Partnership, L.P. Mr. Ortenzio disclaims beneficial ownership of any shares held by the R.A. Ortenzio Family Partnership, L.P. that exceed his pecuniary interest therein.
- (2) Mr. Ortenzio is the general partner of the Ortenzio Family Partnership, L.P.
- (3) Mr. Ortenzio is a 25% owner, Director and President of Select Capital Corporation, the general partner of Select Healthcare Investors I, L.P. Mr. Ortenzio disclaims beneficial ownership of any shares held by Select Healthcare Investors I, L.P. that exceed his pecuniary interest therein.
- (4) 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.

| | |
|----------------------------------|--------|
| /s/ Robert A. Ortenzio | 4/3/03 |
| ----- | ----- |
| ** Signature of Reporting Person | Date |

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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FORM 5 (Continued)

Robert A. Ortenzio
4716 Old Gettysburg Road, P.O. Box 2034
Mechanicsburg, PA 17055

Select Medical Corporation - NYSE (SEM)
December 31, 2002

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|

Explanation of Responses (continued):

- (5) Gift to The Robert A. Ortenzio Descendants Trust, of which Mr. Ortenzio's children are the beneficiaries and over which Mr. Ortenzio exercises investment control.
- (6) The original option grant of 874,470 options vests over three years in equal parts of 1/3 of the total per year, the first installment of which vested on 4/26/02.
- (7) The original option grant of 230,000 options vests over three years in equal parts of 1/3 of the total per year, beginning on 2/05/03.
- (8) The original option grant of 130,000 options vests over three years in equal parts of 1/3 of the total per year, beginning on 5/13/03.
- (9) All options are scheduled to vest on 5/13/09; however, the vesting of some or all of the options may be accelerated in accordance with

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section 4(b) of the Company's Second Amended and Restated 1997 Stock Option Plan.

- (10) The original option grant of 25,000 options vests over three years in equal parts of 1/3 of the total per year, beginning on 8/13/03.

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