

FRITSCH S FRANK
Form 4
October 20, 2004

FORM 4

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

OMB APPROVAL

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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 *
FRITSCH S FRANK

(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 CORP [SEM]

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2004

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)
SVP, Human Resources

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount or (D) Price | | | | | |
| Common Stock, par value \$.01 per share | 10/19/2004 | | M | | 3,456 (1) | A | \$ 3.26 (1) | 91,002 | D | |
| Common Stock, par value \$.01 per share | 10/19/2004 | | M | | 6,912 (1) | A | \$ 5.21 (1) | 97,914 | D | |
| Common Stock, par value \$.01 per share | 10/19/2004 | | S ⁽²⁾ | | 10,368 | D | \$ 17.33 | 87,546 | D | |

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- (3) The original option grant of 17,280 options vests over five years in equal parts of 1/5th of the total per year, the first installment of which vested on May 22, 2001.
- (4) The original option grant of 34,560 options vests over five years in equal parts of 1/5th of the total per year, the first installment of which vested on October 13, 2001.

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

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