

SELECT MEDICAL HOLDINGS CORP

Form 4

November 19, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SWERGOLD LEOPOLD

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)
11/18/2014

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

**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)	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			
Common Stock	11/18/2014		M		3,000	A	\$ 8.33	190,423	D	
Common Stock	11/18/2014		M		3,000	A	\$ 10	193,423	D	
Common Stock	11/18/2014		M		3,000	A	\$ 10	196,423	D	
Common Stock	11/18/2014		S		6,267	D	\$ 13.75	190,156	D	

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.33	11/18/2014		M		3,000		<u>(1)</u>	08/14/2017	Common Stock	3,000
Non-Qualified Stock Option (right to buy)	\$ 10	11/18/2014		M		3,000		<u>(2)</u>	08/19/2018	Common Stock	3,000
Non-Qualified Stock Option (right to buy)	\$ 10	11/18/2014		M		3,000		<u>(3)</u>	08/11/2019	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SWERGOLD LEOPOLD C/O SELECT MEDICAL HOLDINGS CORPORATION 4714 GETTYSBURG ROAD MECHANICSBURG, PA 17055	X

Signatures

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

11/19/2014

**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) The Non-Qualified Stock Option vested in five equal annual installments which began on August 15, 2008. The option was fully exercisable as of August 15, 2012.
- (2) The Non-Qualified Stock Option vested in five equal annual installments which began on August 20, 2009. The option was fully exercisable as of August 20, 2013.
- (3) The Non-Qualified Stock Option vested in five equal annual installments which began on August 12, 2010. The option was fully exercisable as of August 12, 2014.

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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