

Edgar Filing: SELECT MEDICAL CORP - Form 5/A

SELECT MEDICAL CORP  
Form 5/A  
April 03, 2003

OMB APPROVAL

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FORM 5 U.S. SECURITIES AND EXCHANGE COMMISSION  
-----  
Washington, D.C. 20549

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

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1. Name and Address of Reporting Person\*

Ortenzio                      Rocco                      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)

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

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4. Statement for Month/Year

December 31, 2002

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

February 11, 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)

Executive Chairman

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<br>(Instr. 3)            | 2. Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(Month/<br>Day/<br>Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A)<br>or Disposed of<br>(D) (Instr. 3,<br>4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at the<br>end of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. |
|---|---|---|--------------------------------------|---|--|----|
|   |   |   |                                      | Amount (A) or Price<br>(D)  |  |    |
| Common Stock,<br>par value<br>\$.01 per share | 12/13/02  |   | G(1)                                 | 2,309 (D)   | 2,117,344  |    |
| Common Stock,<br>par value<br>\$.01 per share | 12/13/02  |   | G(1)                                 | 2,309 (A)   | 4,429  |    |
| Common Stock,<br>par value<br>\$.01 per share |   |   |                                      |   | 5,200  |    |
| Common Stock,<br>par value<br>\$.01 per share |   |   |                                      |   | 246,857 (2)  |    |

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Common Stock,  
par value  
\$.01 per share 4,175 (3)

Common Stock,  
par value  
\$.01 per share 14,002 (4)

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

Page 1 of 2

FORM 5 (Continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Con-<br>ver-<br>sion or<br>Exercise<br>Price of<br>Deriv-<br>ative<br>Security | 3. Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3A.<br>Deemed<br>Execu-<br>tion<br>Date, if<br>any<br>(Month/<br>Day/Year) | 4. Transac-<br>tion<br>Code<br>(Instr.<br>8) | 5. Number<br>of<br>Deriv-<br>ative<br>Secur-<br>ities<br>Ac-<br>quired<br>(A) or<br>Disposed<br>of (D)<br>(Instr.<br>3, 4 and<br>5) | 6. Date<br>Exer-<br>cisable<br>and Ex-<br>pira-<br>tion<br>Date<br>(Month/<br>Day/<br>Year) | 7. Title<br>and<br>Amount<br>of<br>Under-<br>lying<br>Secur-<br>ities<br>(Instr.<br>3 and 4) | 8. Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity<br>(Instr.<br>5) |           |
|---|---|---|--|--|---|---|--|---|-----------|
|   |   |   |  |  | (A) (D)   | Date<br>Ex-<br>ercis-<br>able   | Ex-<br>pir-<br>ation<br>Date   | Title<br>Amount<br>or<br>Number<br>of<br>Shares                     |           |
| Non-qualified<br>Stock Options<br>(right to buy)    | \$13.40   | 2/05/02   |  | A  | 450,000   | (5)   | 2/04/12  | Com-<br>mon<br>Stock  | 450,000   |
| Non-qualified<br>Stock Options<br>(right to buy)    | \$15.25   | 5/13/02   |  | A  | 1,050,000   | (5)   | 5/12/12  | Com-<br>mon<br>Stock  | 1,050,000 |
| Non-qualified                                       | \$14.25   | 8/13/02   |  | A  | 60,000  | (5)   | 8/12/12  | Com-  | 60,000    |

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Stock Options  
(right to buy)

mon  
Stock

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Explanation of Responses:

- (1) Gift to R.A. Ortenzio Family Partnership, L.P., of which Mr. Ortenzio is the managing general partner.
- (2) Mr. Ortenzio is a 25% owner, Director and Chief Executive Officer 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.
- (3) Mr. Ortenzio is the managing 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.
- (4) Mr. Ortenzio is the general partner and 70% owner of Select Investments III, L.P. Mr. Ortenzio disclaims beneficial ownership of any shares held by Select Investments III, L.P. that exceed his pecuniary interest therein.
- (5) All options granted are vested and exercisable.

|                                  |        |
|----------------------------------|--------|
| /s/ Rocco 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.