

TARVIN MICHAEL E

Form 4

February 28, 2005

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 *
TARVIN MICHAEL E

(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)

02/24/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, General Counsel and Sec

6. Individual or Joint/Group Filing(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. 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, par value \$.01 per share	02/24/2005		D ⁽¹⁾		3,524	D	<u>11</u> 0

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Non-qualified Stock Options (right to buy)	\$ 3.26	02/24/2005		D ⁽²⁾	3,456	05/22/2001	05/21/2010	Common Stock	3,456
Non-qualified Stock Options (right to buy)	\$ 5.21	02/24/2005		D ⁽²⁾	6,912	10/13/2001	10/12/2010	Common Stock	6,912
Non-qualified Stock Options (right to buy)	\$ 4.75	02/24/2005		D ⁽²⁾	10,176	02/26/2002	02/25/2011	Common Stock	10,176
Non-qualified Stock Options (right to buy)	\$ 5.88	02/24/2005		D ⁽²⁾	20,000	04/26/2002	04/25/2011	Common Stock	20,000
Non-qualified Stock Options (right to buy)	\$ 6.7	02/24/2005		D ⁽²⁾	8,835	02/05/2003	02/04/2012	Common Stock	8,835
Non-qualified Stock Options (right to buy)	\$ 7.63	02/24/2005		D ⁽²⁾	12,288	05/13/2003	05/12/2012	Common Stock	12,288
Non-qualified Stock Options (right to buy)	\$ 7.63	02/24/2005		D ⁽²⁾	90,000	05/13/2003	05/12/2012	Common Stock	90,000
Non-qualified Stock Options (right to buy)	\$ 14.53	02/24/2005		D ⁽²⁾	120,000	08/12/2004	08/11/2013	Common Stock	120,000
Employee Stock Options (right to buy)	\$ 16.5	02/24/2005		D ⁽²⁾	3,500	11/11/2004	11/10/2013	Common Stock	3,500
Non-qualified Stock Options (right to buy)	\$ 13.86	02/24/2005		D ⁽²⁾	50,000	05/11/2005	05/10/2014	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TARVIN MICHAEL E 4716 OLD GETTYSBURG ROAD P.O. BOX 2034 MECHANICSBURG, PA 17055			SVP, General Counsel and Sec	

Signatures

/s/ Michael E.

Tarvin

02/28/2005

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) Disposed of in connection with the merger of the issuer with EGL Acquisition Corp., effective February 24, 2005 (the "Merger"), pursuant to the Merger Agreement dated October 17, 2004 among the issuer, EGL Holding Company and EGL Acquisition Corp., pursuant to which the shares listed above held by the reporting person were exchanged for an equity interest in EGL Holding Company. In connection with the Merger, the common stock of the issuer was valued at \$18.00 per share.
 - (2) This option was cancelled in the Merger with EGL Acquisition Corp. effective February 24, 2005 in exchange for a cash payment equal to the number of shares subject to the option multiplied by the difference between the exercise price of the option and \$18.00.

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.