

RICE PATRICIA A  
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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RICE PATRICIA 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 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 below) \_\_\_\_ Other (specify below)

President and COO

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 Ownership (Instr. 4)
Common Stock, par value \$.01 per share	02/24/2005		D <sup>(1)</sup>	100,000 D	100,000	I	By Self and Jesse W. Rice as Trustees under the Patricia A. Rice Living Trust
Common Stock, par value \$.01	02/24/2005		D <sup>(2)</sup>	100,000 D \$ 18 0		I	By Self and Jesse W. Rice as

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per share

Trustees  
under the  
Patricia A.  
Rice  
Living  
Trust

Common  
Stock, par  
value \$.01  
per share

02/24/2005

D<sup>(2)</sup>

31,720

D

\$ 18 0

D

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

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SEC 1474  
(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 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 Number of Shares
Non-qualified Stock Options (right to buy)	\$ 3.26	02/24/2005		D <sup>(3)</sup>		38,402		01/01/2001	12/31/2009	Common Stock	30
Non-qualified Stock Options (right to buy)	\$ 5.21	02/24/2005		D <sup>(3)</sup>		11,520		10/13/2001	10/12/2010	Common Stock	1
Non-qualified Stock Options (right to buy)	\$ 4.75	02/24/2005		D <sup>(3)</sup>		16,960		02/26/2002	02/25/2011	Common Stock	1
Non-qualified Stock Options (right to buy)	\$ 5.88	02/24/2005		D <sup>(3)</sup>		56,000		04/26/2002	04/25/2011	Common Stock	5
Non-qualified Stock Options (right to buy)	\$ 7.63	02/24/2005		D <sup>(3)</sup>		360,000		05/13/2003	05/12/2012	Common Stock	30
Non-qualified Stock Options (right to buy)	\$ 14.53	02/24/2005		D <sup>(3)</sup>		430,000		08/12/2004	08/11/2013	Common Stock	43

Non-qualified Stock Options (right to buy)	\$ 16.5	02/24/2005	D <sup>(3)</sup>	10,000	11/11/2004	11/10/2013	Common Stock	1
Non-qualified Stock Options (right to buy)	\$ 15.5	02/24/2005	D <sup>(3)</sup>	65,000	02/10/2005	02/09/2014	Common Stock	6
Non-qualified Stock Options (right to buy)	\$ 13.86	02/24/2005	D <sup>(3)</sup>	150,000	05/11/2005	05/10/2014	Common Stock	15

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICE PATRICIA A 4716 OLD GETTYSBURG ROAD P.O. BOX 2034 MECHANICSBURG, PA 17055			President and COO	

## Signatures

/s/ Michael E. Tarvin, attorney-in-fact for Patricia A.  
Rice

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) Disposed of in the Merger of the issuer with EGL Acquisition Corp., effective February 24, 2005, pursuant to the Merger Agreement dated October 17, 2004 among the issuer, EGL Holding Company and EGL Acquisition Corp., pursuant to which stockholders of the issuer were paid \$18.00 per share.

(3) 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.

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