

MEYERS GEOFFREY G

Form 4/A

February 23, 2006

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

OMB APPROVAL

OMB
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEYERS GEOFFREY G

(Last) (First) (Middle)

(Street)

(City)

(State)

(Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MANOR CARE INC [HCR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/02/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President & CFO

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	(D)	Price

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
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	02/28/2005	03/03/2005	A	1.1		<u>(1)</u>	<u>(1)</u>	Common Stock	1.1	\$ 34.07
Phantom Stock Units	<u>(1)</u>	05/23/2005	05/26/2005	A	0.3		<u>(1)</u>	<u>(1)</u>	Common Stock	0.3	\$ 37.63
Phantom Stock Units	<u>(1)</u>	08/22/2005	08/25/2005	A	0.3		<u>(1)</u>	<u>(1)</u>	Common Stock	0.3	\$ 39.63
Phantom Stock Units	<u>(1)</u>	11/28/2005	12/01/2005	A	0.3		<u>(1)</u>	<u>(1)</u>	Common Stock	0.3	\$ 39.51

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEYERS GEOFFREY G	Executive Vice President & CFO

Signatures

Geoffrey G.
Meyers
02/23/2006
**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) Shares of Phantom Stock acquired under the HCR Manor Care Senior Management Savings Plan for Corporate Officers resulting from the reinvestment of dividends. Each share of Phantom Stock represents the right to receive the cash value of one share of HCR Common Stock. Shares of Phantom Stock are payable in cash following the reporting person's termination of employment with HCR. The reporting person may transfer his or her Phantom Stock account into an alternative investment account at any time.
- (2) The Form 4 filed for the Reporting Person on February 2, 2006 (the "February 2 Form 4") is being amended by this Amendment because, due to technical problems involving HCR's Section 16 software, the amounts reported in Table II, Column 9 of the February 2 Form 4 did

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not aggregate with or reflect holdings of Phantom Stock Units that were previously reported.

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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