

MANOR CARE INC  
Form 4  
December 26, 2007

**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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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hood Lynn M

(Last) (First) (Middle)

333 NORTH SUMMIT STREET

(Street)

TOLEDO, OH 43604

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2007

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)

Vice President

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)
Common Stock	12/21/2007		D	Amount 6,104.3 (1)	(A) or (D) D \$ 67 (1)	0	D
Common Stock	12/21/2007		D	34.3 (2)	D \$ 67 (2)	0	I 401(K) Plan

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 Underlying Security (Instr. 3 and 4)
Phantom Stock Units	(3)	12/21/2007		D	2,621.3 (3)	(3) (3)	Common Stock
Stock Appreciation Rights	\$ 34.3 (4)	12/21/2007		D	2,700 (4)	02/04/2007(4) 02/05/2014(4)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hood Lynn M 333 NORTH SUMMIT STREET TOLEDO, OH 43604			Vice President	

## Signatures

By: Matthew S. Kang, attorney-in-fact For: Lynn Hood

12/24/2007

\_\_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).

This report relates to the exempt disposition of issuer securities by the reporting person pursuant to the Agreement and Plan of Merger, dated as of July 2, 2007, between MCHCR-CP Merger Sub Inc. and the issuer (the "Merger Agreement"). These securities were disposed pursuant to the Merger Agreement in exchange for a cash payment of \$67.00 per share.

(2) Shares of issuer common stock held indirectly under the HCR Manor Care Stock Purchase and Retirement Savings 401(k) Plan (the "401(k) Plan") were disposed pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$67.00 per share, and such cash was reallocated and invested under an alternative investment option under the 401(k) Plan.

(3) Pursuant to the Merger Agreement, each share of Phantom Stock held under the HCR Manor Care Senior Management Savings Plan for Corporate Officers (the "SMSPCO Plan") ceased to represent the right to receive a share of issuer common stock and was converted into the right to receive an amount in cash equal to \$67.00. Such cash was credited under the SMSPCO Plan and may be notionally reinvested in accordance with the terms of the SMSPCO Plan.

(4) This stock appreciation right, which gave the holder a right to the difference in value (if any) of the underlying issuer common stock, was, in accordance with the Merger Agreement (whether or not then exercisable), canceled and converted into the right to receive a cash payment equal to the product of the number of shares subject to the stock appreciation right as of the effective time of the merger,

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multiplied by the excess (if any) of the \$67.00 per share cash merger consideration over the exercise price per share of the stock appreciation right.

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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