

Edgar Filing: SELECT MEDICAL CORP - Form 5

SELECT MEDICAL CORP  
Form 5  
February 10, 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

-----  
1. Name and Address of Reporting Person\*

Ortenzio Robert 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)

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

-----  
4. Statement for Month/Year

December 31, 2002

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

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6. Relationship of Reporting Person(s)  
to Issuer  
(Check all applicable)

- Director 10% Owner  
 Officer (give title below) Other (specify below)  
Chief Executive Officer and President

7. Individual or Joint/Group Reporting  
(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<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)  |  |    |

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

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 | 2.Conver-<br>sion or<br>Exercise | 3.Trans-<br>action<br>Date | 3A.<br>Deemed<br>Execu- | 4.Transac-<br>tion<br>Code | 5.Number<br>of<br>Deriv- | 6.Date<br>Exer-<br>cisable | 7.Title<br>and<br>Amount | 8.Price<br>of<br>Deriv- |
|--------------------------------------|----------------------------------|----------------------------|-------------------------|----------------------------|--------------------------|----------------------------|--------------------------|-------------------------|
|--------------------------------------|----------------------------------|----------------------------|-------------------------|----------------------------|--------------------------|----------------------------|--------------------------|-------------------------|

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| (Instr. 3)                                 | Price of Derivative Security | (Month/Day/Year) | tion Date, if any (Month/Day/Year) | (Instr. 8) | ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | and Expiration Date (Month/Day/Year) | of Underlying Securities (Instr. 3 and 4) | ative Security (Instr. 5) |                            |
|--|------------------------------|------------------|------------------------------------|------------|--|--------------------------------------|---|---------------------------|----------------------------|
|  |                              |                  |                                    |            | (A) (D)  | Date Exercisable                     | Expiration Date                           | Title                     | Amount or Number of Shares |
| Non-qualified Stock Options (right to buy) | \$11.75                      | 12/30/02         |                                    | G(1)       | 70,000   | (2) 4/25/11                          |   | Common Stock              | 70,000                     |
| Non-qualified Stock Options (right to buy) | \$11.75                      | 12/30/02         |                                    | G(1)       | 70,000   | (2) 4/25/11                          |   | Common Stock              | 70,000                     |
| Non-qualified Stock Options (right to buy) | \$13.40                      | 2/05/02          |                                    | A          | 230,000  | (3) 2/04/12                          |   | Common Stock              | 230,000                    |
| Non-qualified Stock Options (right to buy) | \$15.25                      | 5/13/02          |                                    | A          | 130,000  | (4) 5/12/12                          |   | Common Stock              | 130,000                    |
| Non-qualified Stock Options (right to buy) | \$15.25                      | 5/13/02          |                                    | A          | 750,000  | 5/13/09 (5)                          | 5/12/12                                   | Common Stock              | 750,000                    |
| Non-qualified Stock Options (right to buy) | \$14.25                      | 8/13/02          |                                    | A          | 25,000   | (6) 8/12/12                          |   | Common Stock              | 25,000                     |

Explanation of Responses:

- (1) Gift to The Robert A. Ortenzio Descendants Trust, of which Mr. Ortenzio's children are the beneficiaries and over which Mr. Ortenzio exercises investment control.
- (2) The original option grant of 874,470 options vests over three years in equal parts of 1/3 of the total per year, the first installment of which vested on 4/26/02.
- (3) The original option grant of 230,000 options vests over three years in equal parts of 1/3 of the total per year, beginning on 2/05/03.
- (4) The original option grant of 130,000 options vests over three years in

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- equal parts of 1/3 of the total per year, beginning on 5/13/03.
- (5) All options are scheduled to vest on 5/13/09; however, the vesting of some or all of the options may be accelerated in accordance with section 4(b) of the Company's Second Amended and Restated 1997 Stock Option Plan.
  - (6) The original option grant of 25,000 options vests over three years in equal parts of 1/3 of the total per year, beginning on 8/13/03.

|                                  |                  |
|----------------------------------|------------------|
| /s/ Robert A. Ortenzio<br>-----  | 1/30/03<br>----- |
| ** 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.