RICE PATRICIA A

Form 4

Common

Stock

09/21/2012

September 21, 2012

Depterment 2	J1, 2012									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE						NGE GO	ANAGGION	OMB APPROVAL		
	Washington, D.C. 20549							VIVIISSION	OMB Number:	3235-0287
Check the if no lon	gar								Expires:	January 31, 2005
subject t Section Form 4 (Section 16. Form 4 or						RSHIP OF	Estimated avburden hour response	verage	
Form 5 obligation may con See Instruction 1(b).	Section 170 Section 170	(a) of the l	Public U	Jtility Ho		npany	Act of 19	ct of 1934, 35 or Section		
(Print or Type	Responses)									
RICE PATRICIA A Symbo				In				Relationship of Reporting Person(s) to suer		
				[SEM]				(Check	all applicable)	
				UVIOHUH/17av/ 1 cai 1				Director 10% Owner Officer (give title Other (specify		
HOLDING	CT MEDICAL S CORPORATIO URG ROAD	ON, 4714	09/20/	2012			Dei	ow) I	below) President	
				ed(Month/Day/Year) A _I				5. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person		
MECHANI	ICSBURG, PA 17	7055					Per	Form filed by Morson	ore than One Rep	oorting
(City)	(State)	(Zip)	Tal	ble I - Non	Derivative	Securi	ties Acquire	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	09/20/2012			S	80,704 (1)	D	\$ 11.031 (<u>3)</u>	111,800	I (2)	By The 2005 Rice Family

111,800

(1)

D

11.0622 0

(4)

S

Family Trust

By The 2005

Rice

Family

Trust

I (2)

Common Stock

45,000

 $I^{(2)}$

By The Patricia Ann Rice Living Trust

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 required to respond unless the form displays a currently valid OMB control number.

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	2.
Derivative	Conversion
Security	or Exercise
(Instr. 3)	Price of
	Derivative
	Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionNumber of (Instr. 8) Derivative

(A) or

of (D)

(Instr. 3, 4, and 5)

Securities Acquired Disposed

> Date Exercisable

6. Date Exercisable and 7. Title and **Expiration Date** Amount of (Month/Day/Year) Underlying Securities (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

Bene Own Follo Repo Trans (Insti

Secu

Amount

or Expiration Title Number

οf Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

Code V (A) (D)

10% Owner

Officer

Date

Other

RICE PATRICIA A C/O SELECT MEDICAL HOLDINGS CORPORATION

4714 GETTYSBURG ROAD

MECHANICSBURG, PA 17055

President

Signatures

/s/ Michael E. Tarvin, as attorney-in-fact

09/21/2012

**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) These shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the 2005 Rice Family Trust on August 10, 2012.

Reporting Owners 2

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- (2) The reporting person beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.92 to \$11.1101, inclusive. The reporting person undertakes to provide to Select Medical Holdings Corporation, any security holder of Select Medical Holdings Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.99 to \$11.2026, inclusive. The reporting person undertakes to provide to Select Medical Holdings Corporation, any security holder of Select Medical Holdings Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.