

SELECT MEDICAL HOLDINGS CORP  
 Form 4  
 June 04, 2014

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

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ORTENZIO ROCCO A

2. Issuer Name and Ticker or Trading Symbol  
 SELECT MEDICAL HOLDINGS CORP [SEM]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice Chairman and Co-Founder

(Last) (First) (Middle)  
 C/O SELECT MEDICAL HOLDINGS CORPORATION, 4714 GETTYSBURG ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 06/02/2014

(Street)  
 MECHANICSBURG, PA 17055

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock	06/02/2014		S <sup>(1)</sup>	80,300 D	\$ 15 (2)	3,669,700 I	By the Rocco A. Ortenzio Descendants Trust <sup>(3)</sup>
Common Stock	06/03/2014		S <sup>(1)</sup>	190,138 D	\$ 14.96 (4)	3,479,562 I	By the Rocco A. Ortenzio Descendants Trust <sup>(3)</sup>

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Common Stock	06/04/2014		S <sup>(1)</sup>	161,383	D	\$ 14.87 <sup>(5)</sup>	3,318,179	I	By the Rocco A. Ortenzio Descendants Trust <sup>(3)</sup>
Common Stock							1,285,266	I	By the Rocco A. Ortenzio Revocable Trust dated 8/14/07, as amended <sup>(3)</sup>
Common Stock							5,000,000 <sup>(6)</sup>	I	By the Rocco A. Ortenzio April 2014 GRAT <sup>(3)</sup>
Common Stock							16,182	I	By Select AP Investors, L.P. <sup>(3)</sup>
Common Stock							30,601	I	By Select Investments III, L.P. <sup>(3)</sup>
Common Stock							10,000	I	By spouse <sup>(3)</sup>
Common Stock							247,143	D	

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.**

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						Code	Title		
						V	(A) (D)		

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORTENZIO ROCCO A C/O SELECT MEDICAL HOLDINGS CORPORATION 4714 GETTYSBURG ROAD MECHANICSBURG, PA 17055	X		Vice Chairman and Co-Founder	

## Signatures

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

06/04/2014

\*\*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 Rocco A. Ortenzio Descendants Trust on March 19, 2014.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.90 to \$15.25, 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, footnote (4) and footnote (5) to this Form 4.
- (2) The reporting person beneficially owns the reported securities indirectly, but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.80 to \$15.01, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.75 to \$15.00, inclusive.
- (5) The shares were previously owned by and were contributed by The Rocco A. Ortenzio Revocable Trust dated 8/14/07, as amended, to The Rocco A. Ortenzio April 2014 GRAT.

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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