SELECT MEDICAL HOLDINGS CORP
Form 3
September 24, 2009

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
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## INITIAL STATEMENT OF 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 *
Â Breighner Robert G. JR

(Last) (First) (Middle)

C/O SELECT MEDICAL HOLDINGS CORPORATION,Â 4714 GETTYSBURG ROAD

(Street)

MECHANICSBURG,Â PAÂ 17055

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/24/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President, Compliance

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

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 Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common Stock | 600 | D | Â |

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

SEC 1473 (7-02)

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## Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Incentive Stock Option (right to buy) | Â (1) | 11/08/2016 | Common Stock | 24,116 | $ 8.33 | D | Â |
| Participating Preferred Stock | Â (2) | Â (2) | Common Stock | 863 (3) | $ 0 | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Breighner Robert G. JR<br>C/O SELECT MEDICAL HOLDINGS CORPORATION<br>4714 GETTYSBURG ROAD<br>MECHANICSBURG,Â PAÂ 17055 | Â | Â | Â Vice President, Compliance | Â |

# Signatures

| | |
|---|---|
| /s/ Michael E. Tarvin, as attorney-in-fact | 09/24/2009 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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)** The Incentive Stock Option vests in five equal annual installments which began on November 9, 2007. The option will be fully exercisable as of November 9, 2011.

**(2)** Upon consummation of the Company's initial public offering, all shares of Participating Preferred Stock will convert automatically into Common Stock.

**(3)** Represents the number of shares of Common Stock that the reporting person will receive upon the conversion of the Participating Preferred Stock into Common Stock, assuming a closing date for the Company's initial public offering of September 30, 2009.

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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