

ENSIGN GROUP, INC

Form 4

November 14, 2014

FORM 4UNITED 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Port Barry

(Last) (First) (Middle)

27101 PUERTA REAL, SUITE 450

(Street)

MISSION VIEJO, CA 92691

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ENSIGN GROUP, INC [ENSG]

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

11/12/2014

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	11/12/2014		M	11,623	A \$ 4.09	66,093	D
Common Stock	11/13/2014		M	7,384	A \$ 4.09	73,477	D
Common Stock	11/14/2014		M	9,215	A \$ 4.09	82,692	D
Common Stock	11/12/2014		S	11,623	D \$ (1) 40.2423	71,069	D
Common Stock	11/13/2014		S	7,384	D \$ 40.4901	63,685	D

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					(2)		
Common	11/14/2014		S	9,215	D	\$ 40,226	54,470 D
Stock						(3)	

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

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 4.09	11/12/2014		M	11,623	07/26/2007 ⁽⁴⁾ 07/26/2016	Common Stock 11,623
Employee Stock Options (right to buy)	\$ 4.09	11/13/2014		M	7,384	07/26/2007 ⁽⁴⁾ 07/26/2016	Common Stock 7,384
Employee Stock Options (right to buy)	\$ 4.09	11/14/2014		M	9,215	07/26/2007 ⁽⁴⁾ 07/26/2016	Common Stock 9,215

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Port Barry 27101 PUERTA REAL, SUITE 450 MISSION VIEJO, CA 92691	Vice President

Signatures

/s/ Suzanne Snapper as power of
attorney

11/14/2014

__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) This transaction was executed in multiple trades at prices ranging from \$39.8500 to \$40.8000. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) This transaction was executed in multiple trades at prices ranging from \$40.2100 to \$40.7000. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) This transaction was executed in multiple trades at prices ranging from \$39.8900 to \$40.8000. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) This option vests in five equal annual installments beginning on July 26, 2007.

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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