

SELECT MEDICAL HOLDINGS CORP  
 Form 5  
 January 28, 2013

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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

(Last) (First) (Middle)

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

(Street)

**MECHANICSBURG, PA 17055**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2012**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Chairman**

6. 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 (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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/09/2012	^	J4 <sup>(1)</sup>	2,531	A	\$ 0	4,883	I	By Select AP Investors, L.P. <sup>(2)</sup>
Common Stock	12/18/2012	^	J4 <sup>(1)</sup>	2,352	A	\$ 0	4,883	I	By Select AP Investors, L.P. <sup>(2)</sup>

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Common Stock	Â	Â	Â	Â	Â	Â	191,236	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	6,285,266	I	By the Rocco A. Ortenzio Revocable Trust dated 8/14/07, as amended <sup>(2)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	3,750,000	I	By the Rocco A. Ortenzio Descendants Trust <sup>(2)</sup>
Common Stock	Â	Â	Â	Â	Â	Â	10,000	I	By Spouse <sup>(2)</sup>

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

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**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. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A) (D)			

## 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	Â X	Â	Â Executive Chairman	Â

## Signatures

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

01/28/2013

\_\_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) In kind distribution of shares by Welsh Carson Anderson & Stowe IX, L.P. pro rata to its partners.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.