

SELECT MEDICAL HOLDINGS CORP  
 Form 4  
 February 21, 2013

**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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/20/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Chairman

C/O SELECT MEDICAL HOLDINGS CORPORATION, 4714 GETTYSBURG ROAD

(Street)

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

MECHANICSBURG, PA 17055

(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 Beneficial Ownership (Instr. 4) |         |   |                                                |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------|---|------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |         |   |                                                |
| Common Stock                    | 02/20/2013                           |                                                    | J <sup>(1)</sup>               |                                                                   | 167                                                                                           | A                                                        | \$ 0                                                  | 191,570 | D |                                                |
| Common Stock                    | 02/20/2013                           |                                                    | J <sup>(2)</sup>               |                                                                   | 2,142                                                                                         | A                                                        | \$ 0                                                  | 9,393   | I | By Select AP Investors, L.P. <sup>(3)</sup>    |
| Common Stock                    | 02/20/2013                           |                                                    | J <sup>(4)</sup>               |                                                                   | 13,256                                                                                        | A                                                        | \$ 0                                                  | 13,256  | I | By Select Investments III, L.P. <sup>(3)</sup> |
| Common Stock                    | 02/20/2013                           |                                                    | J <sup>(5)</sup>               |                                                                   | 948                                                                                           | A                                                        | \$ 0                                                  | 192,518 | D |                                                |

|              |            |  |                  |       |   |      |           |   |
|--------------|------------|--|------------------|-------|---|------|-----------|---|
| Stock        |            |  |                  |       |   |      |           |   |
| Common Stock | 02/20/2013 |  | J <sup>(6)</sup> | 1,264 | A | \$ 0 | 193,782   | D |
| Common Stock |            |  |                  |       |   |      | 6,285,266 | I |
| Common Stock |            |  |                  |       |   |      | 10,000    | I |
| Common Stock |            |  |                  |       |   |      | 3,750,000 | I |

By the Rocco A. Ortenzio Revocable Trust dated 8/14/07, as amended <sup>(3)</sup>

By spouse <sup>(3)</sup>

By the Rocco A. Ortenzio Descendants Trust <sup>(3)</sup>

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 Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                    |       |
|-------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer            | Other |
| ORTENZIO ROCCO A<br>C/O SELECT MEDICAL HOLDINGS CORPORATION<br>4714 GETTYSBURG ROAD | X             |           | Executive Chairman |       |

MECHANICSBURG, PA 17055

## Signatures

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

02/21/2013

\_\_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 WCAS Capital Partners IV, L.P. pro rata to its partners.
- (2) In kind distribution of shares by Welsh Carson Anderson & Stowe IX, L.P. pro rata to its partners.
- (3) 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.
- (4) In kind distribution of shares by Thoma Cressey Fund VI, L.P. pro rata to its partners.
- (5) In kind distribution of shares by Thoma Cressey Friends Fund VI, L.P. pro rata to its partners.
- (6) In kind distribution of shares by Thoma Cressey Friends Fund VII, L.P. pro rata to its partners.

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.