

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL RESULTS

On March 4, 2010, U.S. Physical Therapy, Inc. (the “Company”) reported its results for the fourth quarter and year ended December 31, 2009 and provided earnings guidance for 2010. A copy of the press release is attached hereto as Exhibit 99.1.

Exhibits **Description of Exhibits**

99.1 Registrant's press release dated March 4, 2010 announcing results for the fourth quarter and year ended December 31, 2009 and earnings guidance for 2010.*

*Furnished herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

U.S. PHYSICAL THERAPY, INC.

Dated: March 4, 2010 By: /s/ LAWRENCE W. MCAFEE

Lawrance W. McAfee

Chief Financial Officer

(duly authorized officer and principal financial
and accounting officer)

INDEX TO EXHIBITS

EXHIBIT DESCRIPTION OF EXHIBIT

99.1 Press Release dated March 4, 2010*

* Furnished herewith