

PULLINS JERALD L

Form 4

May 15, 2013

FORM 4**UNITED 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PULLINS JERALD L

2. Issuer Name **and** Ticker or Trading
Symbol
U S PHYSICAL THERAPY INC
/NV [USPH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

99 BROOKWOOD LANE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

NEW CANAAN, CT 06840

(City) (State) (Zip)

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

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	05/13/2013		A	3,250 (1)	\$ 0	37,443 (2)	D
Common Stock	05/13/2013		M	10,000	\$ 12.51	47,443 (2)	D
Common Stock	05/13/2013		M	10,000	\$ 15	57,443 (2)	D
Common Stock	05/13/2013		M	2,500	\$ 14.17	59,943 (2)	D
Common Stock	05/13/2013		M	5,000	\$ 18.8	64,943 (2)	D
Common Stock	05/13/2013		F	16,097	\$ 25.13	48,846 (2)	D

(3)

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors Right to Buy	\$ 12.51	05/13/2013		M		10,000		05/13/2013	06/02/2014	Common Stock	10,000
Directors Right to Buy	\$ 15	05/13/2013		M		10,000		05/13/2013	06/21/2014	Common Stock	10,000
Directors Right to Buy	\$ 14.17	05/13/2013		M		2,500		05/13/2013	10/20/2014	Common Stock	2,500
Directors Right to Buy	\$ 18.8	05/13/2013		M		5,000		05/13/2013	11/15/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PULLINS JERALD L 99 BROOKWOOD LANE NEW CANAAN, CT 06840	X			

Signatures

/s/ Jerald L.
Pullins

05/15/2013

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).
The common stock is being granted as restricted stock pursuant to the Company's Amended and Restated 2003 Stock Incentive Plan.
(1) Restrictions lapse as to 812 shares on July 1, 2013; 813 shares on October 1, 2013; 812 shares on January 1, 2014 and 813 shares on April 1, 2014.
(2) Includes 3,250 shares described in Footnote 1.
(3) Surrender of shares in connection with cashless exercise
(4) Granted pursuant to the Company's 2003 Stock Incentive Plan, which complies with Rule 16b-3.

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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