

ENSIGN GROUP, INC
Form 4
October 30, 2015

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 *
Wittekind Beverly B.

(Last) (First) (Middle)
27101 PUERTA REAL, STE 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)
10/28/2015

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)
VP & General Counsel

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/28/2015 | | S ⁽¹⁾ | 72 D \$ 41.6201 | 19,377 | D | |
| Common Stock | 10/29/2015 | | A ⁽²⁾ | 800 A \$ 42.94 | 20,177 | D | |
| Common Stock | 10/30/2015 | | S ⁽³⁾ | 37 D \$ 42.7401 | 20,140 | D | |
| Common Stock | 10/30/2015 | | M ⁽⁴⁾ | 18,330 A \$ 3.12 | 38,470 | D | |
| Common Stock | 10/30/2015 | | S ⁽³⁾ | 18,330 D \$ 42.3423 | 20,140 | D | |

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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 of Underlying Securities (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 3.14 | 10/30/2015 | | M | 18,330 | 11/01/2006 | 11/01/2015 | Common Stock | 18,330 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| Wittekind Beverly B. 27101 PUERTA REAL, STE 450 MISSION VIEJO, CA 92691 | VP & General Counsel |

Signatures

/s/ Suzanne Snapper, as Attorney of Fact 10/30/2015

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on March 13, 2012.
- (2) These shares vest in five annual installments beginning October 29, 2015.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on June 12, 2014.
- (4) The options exercised in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on September 8, 2015.
- (5)

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This transaction was executed in multiple trades at prices ranging from \$41.82 to \$43.17. 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.

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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