

PULLINS JERALD L
Form 4
May 15, 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 *
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)

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

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

99 BROOKWOOD LANE

(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

NEW CANAAN, CT 06840

(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 or (D) Price | | |
| Common Stock | 05/13/2013 | | A | | 3,250 (1) | A | \$ 0 37,443 (2) D |
| Common Stock | 05/13/2013 | | M | | 10,000 | A | \$ 12.51 47,443 (2) D |
| Common Stock | 05/13/2013 | | M | | 10,000 | A | \$ 15 57,443 (2) D |
| Common Stock | 05/13/2013 | | M | | 2,500 | A | \$ 14.17 59,943 (2) D |
| Common Stock | 05/13/2013 | | M | | 5,000 | A | \$ 18.8 64,943 (2) D |
| Common Stock | 05/13/2013 | | F | | 16,097 | D | \$ 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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(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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|------------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | | |
| 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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