

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
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ISSUER

SELECT MEDICAL HOLDINGS CORP

CIK: [1320414](#) | IRS No.: **000000000** | Fiscal Year End: **1231**
SIC: **8060** Hospitals

Mailing Address

*C/O SELECT MEDICAL
CORP*

*4716 OLD GETTYSBURG RD
MECHANICSBURG PA 17055*

Business Address

*C/O SELECT MEDICAL
CORP*

*4716 OLD GETTYSBURG RD
MECHANICSBURG PA 17055*

REPORTING OWNER

ORTENZIO ROCCO A

CIK: [948252](#)
Type: **5** | Act: **34** | File No.: [001-34465](#) | Film No.: **13552975**

Mailing Address

*SELECT MEDICAL CORP
4716 OLD GETTYSBURG RD
PO BOX 2034
MECHANICSBURG PA 17055*

FORM 5

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O SELECT MEDICAL HOLDINGS CORPORATION, 4714 GETTYSBURG ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	08/09/2012		J4 ⁽¹⁾	2,531	A	\$ 0	4,883	I	By Select AP Investors, L.P. (2)
Common Stock	12/18/2012		J4 ⁽¹⁾	2,352	A	\$ 0	4,883	I	By Select AP Investors, L.P. (2)
Common Stock							191,236	D	
Common Stock							6,285,266	I	By the Rocco A. Ortenzio Revocable Trust dated 8/14/07, as amended (2)
Common Stock							3,750,000	I	By the Rocco A. Ortenzio Descendants Trust (2)
Common Stock							10,000	I	By Spouse (2)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. In kind distribution of shares by Welsh Carson Anderson & Stowe IX, L.P. pro rata to its partners.
2. 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.

Signatures

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

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.