

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-09**  
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### SUBJECT COMPANY

#### **HCR MANOR CARE INC**

CIK: **878736** | IRS No.: **341687107** | State of Incorpor.: **OH** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-10858** | Film No.: **99709229**  
SIC: **8051** Skilled nursing care facilities

Mailing Address  
*P.O. BOX 10086  
TOLEDO OH 43699-0086*

Business Address  
*333 N. SUMMIT STREET  
TOLEDO OH 43604-2617  
4192525500*

### REPORTING OWNER

#### **BAINUM STEWART/**

CIK: **903871** | IRS No.: **213445874**  
Type: **4**

Mailing Address  
*11555 DARNESTOWN ROAD  
GAITHERSBURG MD 20878*

Business Address  
*C/O MANOR CARE INC  
11555 DARNESTOWN ROAD  
GAITHERSBURG MD 20878  
3019794400*

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 Bainum, Stewart  
 10770 Columbia Pike, Suite 100  
 Suite 800  
 Silver Spring, MD 20901  
 USA
2. Issuer Name and Ticker or Trading Symbol  
 HCR Manor Care  
 HCR
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 8/9/99
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

<TABLE>  
 <CAPTION>

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
<S> Common Stock	<C> 5/13/99	<C> G(2)	<C><C> V 150,000	<C> 150,000	<C> D	<C>
"	8/9/99	G(3)	V 150,000	15,505,310	I	Note 1
"				798,711	I	Note 4
"				81,711	I	Note 5
"				100,000	I	Note 6
"				76,386	I	Note 7
"				855	D	Note 8

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
<S> Common Stock Options	<C>	<C>	<C>	<C><C>	<C>	<C>	<C>	<C>	<C>	<C>
								9,000		

</TABLE>

Explanation of Responses:

Note 1: Shares owned by The Stewart Bainum Declaration of Trust dated May 23, 1995 (the "SB Trust"), the sole trustee of which is Mr. Bainum.

Note 2: On May 13, 1999 Mr. Bainum gifted 150,000 shares to Commonwealth Foundation, a private family foundation.

Note 3: On August 9, 1999 Mr. Bainum gifted 150,000 shares to Commonweal Foundation, a private family foundation.

Note 4: Shares owned by the Jane L. Bainum Declaration of Trust dated May 23, 1995 (the "JLB Trust"), the sole trustee of which is Mr. Bainum's wife.

Note 5: The proportionate interest of the JLB Trust in: (i) shares (1,779,628) owned by Mid Pines Associates, L.P., in which the JLB Trust is a limited partner, and (ii) shares (3,567,869) owned by Realty Investment Company, Inc., a real estate investment and management company, in which the JLB Trust is a noncontrolling shareholder.

Note 6: The proportionate interest of the Edelblut Partners, L.P., in which the SB Trust and the JLB Trust are the sole partners, in shares (1,779,628) owned by Mid Pines Associates, L.P.

Note 7: The proportionate interest of the SB Trust in: (i) shares (1,779,628) owned by Mid Pines Associates, L.P., in which the SB Trust is a limited partner, and (ii) shares (3,567,869) owned by Realty Investment Company, Inc., in which the SB Trust is a noncontrolling shareholder.

Note 8: Restricted stock which vests in 9/99 and 9/00.