

U S PHYSICAL THERAPY INC /NV
 Form 4
 August 11, 2014

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 *
 MCAFEE LAWRENCE W

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)
 1300 W. SAM HOUSTON PKWY S., SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/08/2014

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

HOUSTON, TX 77042

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 08/08/2014 | | S | 5,000 D 34.55 | 55,852 (2) (3) (1) | D | |

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)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--|---------------|-----------|-------------------------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| MCAFEE LAWRENCE W 1300 W. SAM HOUSTON PKWY S. SUITE 300 HOUSTON, TX 77042 | X | | Chief Financial Officer | | |

Signatures

/s/ Lawrence W. McAfee 08/11/2014

**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 price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.50 - \$34.91, both inclusive. The reporting person undertakes to provide to U.S. Physical Therapy, Inc., any of its shareholders or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(2) Includes 13,126 restricted shares under the 2003 Plan as amended, restated and adopted, with an original four year quarterly vesting schedule as to the lapse of restrictions thereof with 1/16 equal portions (937 shares) vesting quarterly with the next 1/16 vesting on October 1 and thereafter equal 1/16 portions on January 1, April 1, July 1, October 1 of each year until all such shares shall have vested, which shall be 945 on January 1, 2018. Includes 11,500 restricted shares under the 2003 Plan as amended, restated and adopted, with an original four year quarterly vesting schedule as to the lapse of restrictions thereof with 1/16 equal portions (1,150 shares) vesting quarterly with the next 1/16 vesting on October 1 and thereafter equal 1/16 portions on January 1, April 1, July 1 and October 1 each year until all such shares shall have vested, which shall be January 1, 2017.

(3) Includes 5,780 shares of common stock granted as restricted stock; restrictions lapse in equal installments of 962 shares with the next vesting on September 30 and quarterly thereafter on, March 31, June 30, September 30 and December 31 each year until December 31, 2015 on which the remaining 970 become available. Also, includes 2,500 shares of common stock granted as restricted stock, restricted lapse in equal quarterly installments of 1,250 vesting quarterly, with the next vesting on September 30 with the last installment on December 31, 2014.

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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