

U S PHYSICAL THERAPY INC /NV

Form 4

March 28, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
READING CHRISTOPHER J

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**

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Chief Executive Officer

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/24/2017		A	(A) or (D) Amount 16,350 (1)	Price \$ 0	110,227 (2)	D

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

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information contained in this form are not
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
READING CHRISTOPHER J 1300 W. SAM HOUSTON PKWY S. SUITE 300 HOUSTON, TX 77042		X	Chief Executive Officer	

Signatures

/s/ Christopher J
Reading 03/28/2017

**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 16,350 shares of common stock was granted as restricted stock pursuant to the Company's Amended and Restated 2003 Stock Incentive Plan. Restrictions lapse in 16 quarterly installment with the first 15 installments of 1,021 shares each beginning on April 1, 2017 and thereafter with 1,021 on April 1, July 1, October 1 and January 1 of each year with the final 1,035 shares lapsing on January 1, 2021.

(2) Includes the 16,350 shares recently granted and 44,540 of restricted stock granted under the Company's equity plans. Restrictions lapse as to 6,816 on each of April 1, 2017, July 1, 2017, October 1, 2017 and January 1, 2018; 4,941 on each of April 1, 2018, July 1, 2018, October 1, 2018 and January 1, 2019; 2,441 on each of April 1, 2019, July 1, 2019, October 1, 2019 and January 1, 2020: \$1,021 on each of April 1, July 1 and October 1, 2020; and \$1,035 on January 1, 2021.

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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