

Edgar Filing: CHERNOW DAVID S - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	08/09/2015	Common Stock	6,000	\$ 3.33	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	11/08/2016	Common Stock	3,000	\$ 8.33	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(3)</u>	08/14/2017	Common Stock	3,000	\$ 8.33	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	08/19/2018	Common Stock	3,000	\$ 10	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(5)</u>	08/11/2019	Common Stock	3,000	\$ 10	D	Â
Participating Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	8,631 <u>(7)</u>	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHERNOW DAVID S C/O SELECT MEDICAL HOLDINGS CORPORATION 4714 GETTYSBURG ROAD MECHANICSBURG, PA 17055	Â X	Â	Â	Â

Signatures

/s/ Michael E. Tarvin, as attorney-in-fact 09/24/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 Non-Qualified Stock Option vests in five equal annual installments which began on August 10, 2006. The option will be fully exercisable as of August 10, 2010.
- (2) The Non-Qualified Stock Option vests in five equal annual installments which began on November 9, 2007. The option will be fully exercisable as of November 9, 2011.
- (3) The Non-Qualified Stock Option vests in five equal annual installments which began on August 15, 2008. The option will be fully exercisable as of August 15, 2012.
- (4) The Non-Qualified Stock Option vests in five equal annual installments which began on August 20, 2009. The option will be fully exercisable as of August 20, 2013.
- (5) The Non-Qualified Stock Option vests in five equal annual installments beginning on August 12, 2010. The option will be fully exercisable as of August 12, 2014.

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- (6) Upon consummation of the Company's initial public offering, all shares of Participating Preferred Stock will convert automatically into Common Stock.
- (7) Represents the number of shares of Common Stock that the reporting person will receive upon the conversion of the Participating Preferred Stock into Common Stock, assuming a closing date for the Company's initial public offering of September 30, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.