

Port Barry
Form 4
January 24, 2018

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 *
Port Barry

2. Issuer Name and Ticker or Trading Symbol
ENSIGN GROUP, INC [ENSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

27101 PUERTA REAL, SUITE 450

01/22/2018

Vice President

(Street)

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

MISSION VIEJO, CA 92691

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/22/2018		M		3,428	A	\$ 4.06
Common Stock	01/22/2018		S ⁽¹⁾		3,428	D	\$ 24.0161
Common Stock	01/22/2018		M		16,995	A	\$ 4.77
Common Stock	01/22/2018		S ⁽¹⁾		16,995	D	\$ 24.0176

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.06	01/22/2018		M	3,428	12/17/2010 ⁽⁴⁾ 12/17/2019	Common Stock	3,428
Employee Stock Option (right to buy)	\$ 4.77	01/22/2018		M	16,995	03/11/2011 ⁽⁵⁾ 03/11/2020	Common Stock	16,995

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Port Barry 27101 PUERTA REAL, SUITE 450 MISSION VIEJO, CA 92691			Vice President	

Signatures

/s/ Chad A. Keetch, as power of attorney 01/24/2018

__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).

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- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on December 11, 2017.
This transaction was executed in multiple trades at prices ranging from \$24.00 to \$24.06. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) This transaction was executed in multiple trades at prices ranging from \$24.00 to \$24.07. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The option was granted on December 17, 2009, and became exercisable in five equal annual installments beginning on December 17, 2010, which was the first anniversary of the date on which the option was granted.
- (4) The option was granted on March 11, 2010, and became exercisable in five equal annual installments beginning on March 11, 2011, which was the first anniversary of the date on which the option was granted.
- (5)

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.