

CROSS DAVID W
Form 4
February 28, 2005

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 *
CROSS DAVID W

2. Issuer Name and Ticker or Trading Symbol
SELECT MEDICAL CORP [SEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4716 OLD GETTYSBURG ROAD, P.O. BOX 2034

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2005

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

(Street)
MECHANICSBURG, PA 17055

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)
			(A) or (D)	Code V Amount (D) Price			

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Employee Stock Options (right to buy)	\$ 3.26	02/24/2005	D ⁽¹⁾		122,878		01/01/2001	12/31/2009	Common Stock	12
Non-qualified Stock Options (right to buy)	\$ 3.26	02/24/2005	D ⁽¹⁾		15,362		01/01/2001	12/31/2009	Common Stock	1
Non-qualified Stock Options (right to buy)	\$ 5.21	02/24/2005	D ⁽¹⁾		27,648		10/13/2001	10/12/2010	Common Stock	2
Non-qualified Stock Options (right to buy)	\$ 4.75	02/24/2005	D ⁽¹⁾		25,440		02/26/2002	02/25/2011	Common Stock	2
Non-qualified Stock Options (right to buy)	\$ 6.33	02/24/2005	D ⁽¹⁾		125,334		02/28/2003	02/27/2012	Common Stock	12
Non-qualified Stock Options (right to buy)	\$ 7.63	02/24/2005	D ⁽¹⁾		150,000		05/13/2003	05/12/2012	Common Stock	15
Non-qualified Stock Options (right to buy)	\$ 13.86	02/24/2005	D ⁽¹⁾		50,000		05/11/2005	05/10/2014	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROSS DAVID W 4716 OLD GETTYSBURG ROAD P.O. BOX 2034 MECHANICSBURG, PA 17055			SVP and CDO	

Signatures

/s/ Michael E. Tarvin, attorney-in-fact for David W. Cross 02/28/2005

__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).

This option was cancelled in the merger of the issuer with EGL Acquisition Corp. effective February 24, 2005 in exchange for a cash
(1) payment equal to the number of shares subject to the option multiplied by the difference between the exercise price of the option and \$18.00.

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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