

ENSIGN GROUP, INC
Form 4
November 19, 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 *
Port Barry

(Last) (First) (Middle)

27101 PUERTA REAL, SUITE 450

(Street)

MISSION VIEJO, CA 92691

(City) (State) (Zip)

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

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

11/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | (D) | Price |
| Common Stock | 11/17/2014 | | M | | 6,800 | A | \$ 4.09 |
| Common Stock | 11/18/2014 | | M | | 4,570 | A | \$ 4.09 |
| Common Stock | 11/18/2014 | | M | | 6,130 | A | \$ 8.11 |
| Common Stock | 11/19/2014 | | M | | 12,200 | A | \$ 8.11 |
| Common Stock | 11/17/2014 | | S | | 6,800 | D | \$ 39.6155 |
| | | | | | | | <u>(1)</u> |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------------------|--------|---|
| Common Stock | 11/18/2014 | S | 10,700 | D | \$ 39.2688 (2) | 66,670 | D |
| Common Stock | 11/19/2014 | S | 12,200 | D | \$ 38.6464 (3) | 54,470 | D |

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 4.09 | 11/17/2014 | | M | 6,800 | 07/26/2007 ⁽⁴⁾ 07/26/2016 | Common Stock | 6,800 | |
| Employee Stock Option (right to buy) | \$ 4.09 | 11/18/2014 | | M | 4,570 | 07/26/2007 ⁽⁴⁾ 07/26/2016 | Common Stock | 4,570 | |
| Employee Stock Option (right to buy) | \$ 8.11 | 11/18/2014 | | M | 6,130 | 10/29/2009 ⁽⁵⁾ 10/29/2018 | Common Stock | 6,130 | |
| Employee Stock Options (right to buy) | \$ 8.11 | 11/19/2014 | | M | 12,200 | 10/29/2009 ⁽⁵⁾ 10/29/2018 | Common Stock | 12,200 | |

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/ Suzanne Snapper as power of attorney

11/19/2014

__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) This transaction was executed in multiple trades at prices ranging from \$39.2150 to \$40.0900. 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 \$38.9100 to \$39.5400. 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) This transaction was executed in multiple trades at prices ranging from \$38.2450 to \$39.2300. 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.

(4) This option vests in five equal annual installments beginning on July 26, 2007.

(5) This option vests in five equal annual installments beginning on October 29, 2009.

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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