HOOVER JAMES B

Form 4 June 09, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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(Print or Type Responses)

(Last)

S., SUITE 300

1. Name and Address of Reporting Person * **HOOVER JAMES B**

(First)

2. Issuer Name and Ticker or Trading Symbol

U S PHYSICAL THERAPY INC

/NV [USPH] 3. Date of Earliest Transaction

(Month/Day/Year) 1300 W. SAM HOUSTON PKWY 06/07/2005

(Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Former Director

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

HOUSTON, TX 77042

		Telson							
(City)	(State)	${\bf (Zip)} \qquad \qquad {\bf Table~I-Non-Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Prior			(D)	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	06/07/2005		M	324	A	\$ 3.75	57,824	D	
Common Stock	06/07/2005		M	9,776	A	\$ 3.4167	67,600	D	
Common Stock	06/07/2005		S	10,100	D	\$ 17.5251	57,500	D	
Common Stock	06/08/2005		M	2,500	A	\$ 3.4167	60,000	D	
Common Stock	06/08/2005		S	2,500	D	\$ 17.5	57,500	D	

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			James D.
Common Stock	35,750	I	Hoover Rollover
			IRA

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

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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. Transactic Code (Instr. 8)	5. Num on f Deriv Securiti Acquire (A) or Dispose (D) (Instr. 3 and 5)	vative ies ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 3.75	06/07/2005		M	3	324	12/08/1995	06/24/2005(1)	Common Stock	324
Director Stock Option (right to buy)	\$ 3.4167	06/07/2005		M	9	,776	12/13/1996	06/24/2005(1)	Common Stock	9,776
Director Stock Option (right to buy)	\$ 3.4167	06/08/2005		M	2	,500	12/13/1996	06/24/2005(1)	Common Stock	2,500

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

Former Director

Reporting Owners 2 HOOVER JAMES B 1300 W. SAM HOUSTON PKWY S. SUITE 300 HOUSTON, TX 77042

Signatures

James B. Hoover 06/09/2005

**Signature of Date
Reporting Person

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) Based on thirty days from Mr. Hoover's termination date pursuant to the 1992 Stock option Plan.
- (2) Granted pursuant to the Company's 1992 Stock Option Plan, which complies with Rule 16b-3.

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.

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