

DREHER MELANIE

Form 4/A

March 03, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

## OMB APPROVAL

OMB  
Number: 3235-0287Expires: January 31,  
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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 \*  
DREHER MELANIE2. Issuer Name and Ticker or Trading  
Symbol  
BEVERLY ENTERPRISES INC  
[BEV]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE THOUSAND BEVERLY  
WAY3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2004☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

(Street)

FORT SMITH, AR 72919

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/03/20046. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>Underlying Security |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------------|

## Edgar Filing: DREHER MELANIE - Form 4/A

| Security<br>(Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year)       |     | (Instr. 3 and 4)      |                    |                                       |                  |
|--------------------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------|------------------------|-----|-----------------------|--------------------|---------------------------------------|------------------|
|                                      |                                                   |                         | Code               | V                                                                           | (A)                    | (D) | Date Exercisable      | Expiration<br>Date | Title                                 | Am<br>Nun<br>Sha |
| PHANTOM<br>STOCK<br>UNITS <u>(1)</u> | <u>(2)</u>                                        | 11/01/2004              | A                  |                                                                             | 163.0322<br><u>(3)</u> |     | 11/01/2004 <u>(1)</u> | <u>(1)</u>         | \$.10 Par<br>Value<br>Common<br>Stock | 16               |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                    | Director      | 10% Owner | Officer | Other |
| DREHER MELANIE<br>ONE THOUSAND BEVERLY WAY<br>FORT SMITH, AR 72919 | X             |           |         |       |

## Signatures

By: Mona Brannon, by Power of Attorney For: Melanie C  
Dreher

03/02/2005

**\*\*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).

These units of phantom stock have been granted under the Non-Employee Director Deferred Compensation Plan and are credited to a

- (1) deferred share unit account each month, to be paid to the director, or, in the case of his/her death prior to retirement from the Board, his/her beneficiary(ies), in stock (or, with the Board's approval, in cash) upon his/her retirement from the Board, death or disability.

- (2) Each Deferred Share Unit has a value equal to one share of common stock of Beverly.

- (3) The number of phantom units on the original Form 4 did not include compensation for attendance at a committee meeting.

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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