

SELECT MEDICAL CORP

Form S-8 POS

March 03, 2005

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As filed with the Securities and Exchange Commission on March 3, 2005.

Registration No. 333-97885

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Post-effective amendment No. 1 to

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SELECT MEDICAL CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware	4716 Old Gettysburg Road	23-2872718
(State of Incorporation)	P. O. Box 2034	(I.R.S. Employer
	Mechanicsburg, Pennsylvania 17055	Identification No.)
	(Address of principal executive	
	offices)(Zip Code)	

**SELECT MEDICAL CORPORATION
SECOND AMENDED AND RESTATED
1997 STOCK OPTION PLAN**

(Full Title of the Plans)

Michael E. Tarvin, Esq.
Senor Vice President, General Counsel and Secretary
Select Medical Corporation
4716 Old Gettysburg Road
P. O. Box 2034
Mechanicsburg, Pennsylvania 17055
(Name and address of agent for service)
(717) 972-1100
(Telephone number, including area code, of agent for service)

With a Copy to:

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Carmen J. Romano, Esq.
Dechert LLP
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, Pennsylvania 19103
(215) 994-4000

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SIGNATURES

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Select Medical Corporation (the Registrant) is filing this post-effective amendment to deregister any and all shares of its common stock, par value \$.01 per share, that remain unsold as of February 24, 2005. The common stock was registered on this registration statement on Form S-8 (No. 333-97885), filed with the Securities and Exchange Commission on April 6, 2001 in connection with the Registrant s Second Amended and Restated 1997 Stock Option Plan (the Plan). The Registrant has terminated the offering of shares under the Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Mechanicsburg, Commonwealth of Pennsylvania, on this 3rd day of March, 2005.

SELECT MEDICAL CORPORATION

By: /s/ Michael E. Tarvin
 Michael E. Tarvin
 Senior Vice President, General Counsel
 and
 Secretary

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the date indicated.

* _____	Director and Chief Executive Officer (principal executive officer)	March 3, 2005 _____
Robert A. Ortenzio *		Date
* _____	Senior Vice President and Chief Financial Officer (principal financial officer)	March 3, 2005 _____
Martin F. Jackson *		Date
* _____	Vice President, Chief Accounting Officer and Controller (principal accounting officer)	March 3, 2005 _____
Scott A. Romberger		Date

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*	Director and Executive Chairman	March 3, 2005
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Rocco A. Ortenzio *	Director	Date March 3, 2005
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Russell L. Carson *	Director	Date March 3, 2005
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Bryan C. Cressey	Director	Date
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Thomas A. Scully	Director	Date
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Sean M. Traynor		Date

* Attorney-in-Fact
/s/ Michael E. Tarvin

Michael E. Tarvin