

ENSIGN GROUP, INC
Form 4
January 05, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Keetch Chad

(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)
01/03/2017

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 below) Other (specify below)

Executive VP and Secretary

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/03/2017		M		366 A \$ 6.42	49,141	D
Common Stock	01/03/2017		S ⁽¹⁾		366 D \$ 22.52	48,775	D
Common Stock	01/03/2017		M		11,130 A \$ 7.38	59,905	D
Common Stock	01/03/2017		S ⁽¹⁾		11,130 D \$ 22.217	48,775	D
Common Stock	01/03/2017		M		14,664 A \$ 7.86	63,439	D

Edgar Filing: ENSIGN GROUP, INC - Form 4

Common Stock	01/03/2017	S ⁽¹⁾	14,664	D	\$ 22.26 (3)	48,775	D
Common Stock	01/03/2017	M	5,864	A	\$ 7.96	54,639	D
Common Stock	01/03/2017	S ⁽¹⁾	5,864	D	\$ 22.237 (4)	48,775	D
Common Stock	01/03/2017	M	5,498	A	\$ 9.75	54,273	D
Common Stock	01/03/2017	S ⁽¹⁾	5,498	D	\$ 22.344 (5)	48,775	D

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 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)	8. 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)	\$ 6.42	01/03/2017		M	366	10/27/2012 ⁽⁶⁾	10/27/2021	Common Stock	366
Employee Stock Option (right to buy)	\$ 7.38	01/03/2017		M	11,130	02/08/2013 ⁽⁷⁾	02/08/2022	Common Stock	11,130
Employee Stock Option (right to buy)	\$ 7.86	01/03/2017		M	14,664	07/26/2013 ⁽⁹⁾	07/26/2022	Common Stock	14,664

buy)

Employee
Stock

Option	\$ 7.96	01/03/2017	M	5,864	10/31/2013 ⁽¹¹⁾	10/31/2022	Common Stock	5,8
--------	---------	------------	---	-------	----------------------------	------------	-----------------	-----

Employee
Stock

Option	\$ 9.75	01/03/2017	M	5,498	06/12/2014 ⁽¹³⁾	06/12/2023	Common Stock	5,4
--------	---------	------------	---	-------	----------------------------	------------	-----------------	-----

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keetch Chad 27101 PUERTA REAL SUITE 450 MISSION VIEJO, CA 92691			Executive VP and Secretary	

Signatures

/s/ Chad A. Keetch	01/05/2017
-----------------------	------------

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on November 14, 2016.
This transaction was executed in multiple trades at prices ranging from \$22.14 to \$22.34. 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 \$22.13 to \$22.37. 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 \$22.11 to \$22.45. 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 transaction was executed in multiple trades at prices ranging from \$22.15 to \$22.52. 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.
- (5) The option was granted on October 27, 2011, and became exercisable in five equal annual installments beginning on October 27, 2012, which was the first anniversary of the date on which the option was granted.
- (6) The option was granted on February 8, 2012, and became exercisable in five equal annual installments beginning on February 8, 2013, which was the first anniversary of the date on which the option was granted.
- (7)

Edgar Filing: ENSIGN GROUP, INC - Form 4

- (8) The number of securities reported in the second row of column 9 represent unvested time-based options that are scheduled to vest on February 8, 2017 and February 8, 2018.
- (9) The option was granted on July 26, 2012, and became exercisable in five equal annual installments beginning on July 26, 2013, which was the first anniversary of the date on which the option was granted.
- (10) The number of securities reported in the third row of column 9 represent unvested time-based options that are scheduled to vest on July 26, 2017 and July 26, 2018.
- (11) The option was granted on October 31, 2012, and became exercisable in five equal annual installments beginning on October 31, 2013, which was the first anniversary of the date on which the option was granted.
- (12) The number of securities reported in the fourth row of column 9 represent unvested time-based options that are scheduled to vest on October 31, 2017 and October 31, 2018.
- (13) The option was granted on June 12, 2013, and became exercisable in five equal annual installments beginning on June 12, 2014, which was the first anniversary of the date on which the option was granted.
- (14) The number of securities reported in the fifth row of column 9 represent unvested time-based options that are scheduled to vest on June 12, 2017, June 12, 2018, and June 12, 2019.

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.