

BROUSSARD BRUCE D
Form 4
March 09, 2011

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 *
BROUSSARD BRUCE D

2. Issuer Name and Ticker or Trading Symbol
U S PHYSICAL THERAPY INC /NV [USPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2011

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

440 FLINT POINT
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77024
(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	03/07/2011		M		5,000	A	\$ 16.34
Common Stock	03/07/2011		M		10,000	A	\$ 12.51
Common Stock	03/07/2011		M		7,500	A	\$ 18.04
Common Stock	03/07/2011		M		10,000	A	\$ 15
Common Stock	03/07/2011		M		2,500	A	\$ 14.17

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Common Stock	03/07/2011	M	5,000	A	\$ 18.8	51,750 ⁽¹⁾	D
Common Stock	03/07/2011	F	<u>30,511</u> ⁽²⁾	D	\$ 20.37	21,239 ⁽¹⁾	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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director's Stock Option Right to Buy	\$ 16.34	03/07/2011		M	5,000	03/07/2011	08/23/2011	Common Stock	5,000
Director's Stock Option Right to Buy	\$ 12.51	03/07/2011		M	10,000	03/07/2011	06/02/2014	Common Stock	10,000
Director's Stock Option Right to Buy	\$ 18.04	03/07/2011		M	7,500	03/07/2011	06/21/2014	Common Stock	7,500
Director's Stock Option Right to Buy	\$ 15	03/07/2011		M	10,000	03/07/2011	06/21/2014	Common Stock	10,000
Director's Stock Option	\$ 14.17	03/07/2011		M	2,500	03/07/2011	10/20/2014	Common Stock	2,500

Right to Buy

Director's Stock

Option	\$ 18.8	03/07/2011		M	5,000	03/07/2011	11/15/2015	Common Stock	5,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROUSSARD BRUCE D 440 FLINT POINT HOUSTON, TX 77024		X		

Signatures

/s/ Bruce D.
Broussard

03/08/2011

__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) Includes 813 shares of restricted stock which restrictions lapse on March 31, 2011.
- (2) Surrender of shares in connection with cashless exercise
- (3) Granted pursuant to the Company's 1992 Stock Option Plan, which complies with Rule 16b-3.
- (4) Granted pursuant to the Company's 2003 Stock Incentive 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.