

ENSIGN GROUP, INC

Form 4

November 19, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Port Barry

(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)

11/17/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/17/2014		M	6,800	A \$ 4.09	61,270	D
Common Stock	11/18/2014		M	4,570	A \$ 4.09	65,840	D
Common Stock	11/18/2014		M	6,130	A \$ 8.11	71,970	D
Common Stock	11/19/2014		M	12,200	A \$ 8.11	84,170	D
Common Stock	11/17/2014		S	6,800	D \$ 39.6155 (1)	77,370	D

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Common Stock	11/18/2014	S	10,700	D	\$ 39.2688 (2)	66,670	D
Common Stock	11/19/2014	S	12,200	D	\$ 38.6464 (3)	54,470	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
Employee Stock Option (right to buy)	\$ 4.09	11/17/2014		M		6,800		07/26/2007 ⁽⁴⁾	07/26/2016	Common Stock	6,800
Employee Stock Option (right to buy)	\$ 4.09	11/18/2014		M		4,570		07/26/2007 ⁽⁴⁾	07/26/2016	Common Stock	4,570
Employee Stock Option (right to buy)	\$ 8.11	11/18/2014		M		6,130		10/29/2009 ⁽⁵⁾	10/29/2018	Common Stock	6,130
Employee Stock Options (right to buy)	\$ 8.11	11/19/2014		M		12,200		10/29/2009 ⁽⁵⁾	10/29/2018	Common Stock	12,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Port Barry 27101 PUERTA REAL, SUITE 450 MISSION VIEJO, CA 92691			Vice President	

Signatures

/s/ Suzanne Snapper as power of attorney

11/19/2014

__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).

This transaction was executed in multiple trades at prices ranging from \$39.2150 to \$40.0900. 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.

This transaction was executed in multiple trades at prices ranging from \$38.9100 to \$39.5400. 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.

This transaction was executed in multiple trades at prices ranging from \$38.2450 to \$39.2300. 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 option vests in five equal annual installments beginning on July 26, 2007.

(5) This option vests in five equal annual installments beginning on October 29, 2009.

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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