



**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL RESULTS**

On March 4, 2010, U.S. Physical Therapy, Inc. (the “Company”) reported its results for the fourth quarter and year ended December 31, 2009 and provided earnings guidance for 2010. A copy of the press release is attached hereto as Exhibit 99.1.

**Exhibits**      **Description of Exhibits**

99.1            Registrant's press release dated March 4, 2010 announcing results for the fourth quarter and year ended December 31, 2009 and earnings guidance for 2010.\*

\*Furnished herewith.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**U.S. PHYSICAL THERAPY, INC.**

Dated: March 4, 2010 By: /s/ LAWRENCE W. MCAFEE  
Lawrance W. McAfee  
Chief Financial Officer  
(duly authorized officer and principal financial  
and accounting officer)

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**INDEX TO EXHIBITS**

**EXHIBIT      DESCRIPTION OF EXHIBIT**

99.1            Press Release dated March 4, 2010\*

\* Furnished herewith