

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

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

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

Michael E. Tarvin