

MANOR CARE INC
Form 4
August 04, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
GRAHAM JOHN K

(Last) (First) (Middle)
333 NORTH SUMMIT STREET

(Street)

TOLEDO, OH 43604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANOR CARE INC [HCR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2006

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)
Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/02/2006		M		5,000 A \$ 39.4375	18,036.5	D
Common Stock	08/02/2006		M		15,000 A \$ 32.4375	33,036.5	D
Common Stock	08/02/2006		S		500 D \$ 50.37	32,536.5	D
Common Stock	08/02/2006		S		300 D \$ 50.39	32,236.5	D
Common Stock	08/02/2006		S		500 D \$ 50.38	31,736.5	D

Edgar Filing: MANOR CARE INC - Form 4

Common Stock	08/02/2006	S	100	D	\$ 50.35	31,636.5	D	
Common Stock	08/02/2006	S	2,000	D	\$ 50.34	29,636.5	D	
Common Stock	08/02/2006	S	15,100	D	\$ 50.33	14,536.5	D	
Common Stock	08/02/2006	S	1,000	D	\$ 50.43	13,536.5	D	
Common Stock	08/02/2006	S	100	D	\$ 50.42	13,436.5	D	
Common Stock	08/02/2006	S	300	D	\$ 50.44	13,136.5	D	
Common Stock	08/02/2006	S	100	D	\$ 50.36	13,036.5	D	
Common Stock						249.6	I	401(K) Plan

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	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 32.4375	08/02/2006		M	15,000	09/25/2001	09/26/2008	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 39.4375	08/02/2006		M	5,000	12/02/2000	12/03/2007	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAHAM JOHN K 333 NORTH SUMMIT STREET TOLEDO, OH 43604			Vice President	

Signatures

By: Matthew S. Kang, attorney-in-fact For: John K.
Graham

08/04/2006

__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).

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.