## U S PHYSICAL THERAPY INC /NV Form SC 13G March 19, 2002

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)\*

(Amendment No. 2)*
U.S. Physical Therapy, Inc.
(Name of Issuer)
Common Stock, \$.01 Par Value Per Share
(Title of Class of Securities)
90337L
(CUSIP Number)
October 15, 2001
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
<pre>[ ] Rule 13d-1(b) [X] Rule 13d-1(c) [ ] Rule 13d-1(d)</pre>
* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSONS

CUSIP No. 90337L

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Clarence Mayer (S/S No. 430-70-1004)

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2. CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROU (a) [ ] (b) [X]	UP*
3. SEC USI	E ONLY	
	NSHIP OR PLACE OF ORGANIZATION States of America	
NUMBER OF SHARES	5. SOLE VOTING POWER	10,000
	Y 6. SHARED VOTING POWER	0
EACH REPORTING	7. SOLE DISPOSITIVE POWER	10,000
PERSON WITH:	8. SHARED DISPOSITIVE POWER	0
9. AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH RE	PORTING PERSON
10. CHECK E SHARES [	BOX IF THE AGGREGATE AMOUNT IN ROW (9) E.	XCLUDES CERTAIN
11. PERCENT	T OF CLASS REPRESENTED BY AMOUNT IN ROW 2%	(9)
12. TYPE OF	F REPORTING PERSON*	
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Item 1(a).	Name of Issuer:	
	U.S. Physical Therapy, Inc.	
Item 1(b).	Address of Issuer's Principal Executive	Offices:
	3040 Post Oak Boulevard, Suite #222 Houston, TX 77056	
Item 2(a).	Name of Person Filing:	
	Clarence Mayer	
Item 2(b).	Address of Principal Business Office, o	r if None, Residence:
	109 North Post Oak Lane, Suite #300 Houston, TX 77024	
Item 2(c).	Citizenship:	
	United States of America	

Item 2(d).	Title c	of Class	s of	Securi	ties:	:		
	Common	Stock,	par	value	\$.01	per	share	

Item 2(e). CUSIP Number:

90337L

- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
  - (a) [ ] Broker or dealer registered under Section 15 of the Exchange Act.
  - (b) [ ] Bank as defined in Section 3(a)(6) of the Exchange Act.
  - (c) [ ] Insurance company as defined in Section 3(a)(19) of the Exchange Act.
  - (d) [ ] Investment company registered under Section 8 of the Investment Company Act of 1940.

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- (e) [ ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1 (b) (1) (ii) (F).
- (g) [ ] A parent holding company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G).
- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 10,000
- (b) Percent of class: 0.2%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 10,000
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 10,000

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

[X]

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 17, 2001

/s/ Clarence Mayer
----Clarence Mayer

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other

parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).