

BEVERLY ENTERPRISES INC

Form 4

March 16, 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 *
DEVEREAUX DAVID R

(Last) (First) (Middle)

**ONE THOUSAND BEVERLY
 WAY**

(Street)

FORT SMITH, AR 72919

(City) (State) (Zip)

 2. Issuer Name **and** Ticker or Trading
 Symbol
BEVERLY ENTERPRISES INC
[BEV]

 3. Date of Earliest Transaction
 (Month/Day/Year)
03/13/2006

 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)
EXECUTIVE 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)
				(A) or (D)			
				Code V Amount	Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Incentive Stock Option (right to buy)	\$ 7.35	03/13/2006 ⁽¹⁾	J		35,272		03/14/2006	02/20/2011	\$.10 Par Value Common Stock	
Incentive Stock Option (right to buy)	\$ 3.25	03/13/2006 ⁽¹⁾	J		32,475		03/14/2006	02/16/2010	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 5.95	03/13/2006 ⁽¹⁾	J		167,281		03/14/2006	02/13/2012	\$.10 Par Value Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 7.35	03/13/2006 ⁽¹⁾	J		52,128		03/14/2006	02/20/2011	\$.10 Par Value Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 8.48	03/13/2006 ⁽¹⁾	J		100,000		03/14/2006	06/01/2011	\$.10 Par Value Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEVEREAUX DAVID R ONE THOUSAND BEVERLY WAY FORT SMITH, AR 72919	EXECUTIVE VICE PRESIDENT

Signatures

By: Brenda Boster, by Power of Attorney For: David R.
Devereaux

03/14/2006

^{**}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).

(1) In accordance with the terms of the Merger Agreement entered into by and between Beverly Enterprises, Inc. and Pearl Senior Care, LLC et al. the stock options were cancelled and the Reporting Person received the difference between the option price and the merger consideration of \$12.50 per share. The date referenced in the transactions was only for clerical purposes to get all of the transactions

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entered, however, nothing was paid out until the actual closing date of March 14, 2006.

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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