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U S PHYSICAL THERAPY INC /NV  
Form 8-K  
June 04, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2004

U.S. PHYSICAL THERAPY, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation)

76-0364866  
(IRS Employer Identification  
Number)

1300 West Sam Houston Parkway South  
Suite 300  
Houston, Texas  
(Address of principal executive offices)

77042  
(Zip Code)

(713) 297-7000  
(Registrant's telephone number, including area code)

Item 5. Other Events and Regulation FD Disclosure

On June 2, 2004, at U.S. Physical Therapy, Inc.'s (the "Company") Annual Shareholders Meeting, the Company's shareholders voted to approve the Company's 2003 Stock Incentive Plan included in the Proxy Statement. The vote was 6,692,726 for, 1,996,699 against and 19,502 abstaining. The release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.6 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as

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amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibits -----	Description of Exhibits -----
99.1	Registrant's press release dated June 3, 2004 announcing shareholder's approval of stock incentive plan.*

\* Furnished herewith.

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 thereunto duly authorized.

U.S. PHYSICAL THERAPY, INC.

Date: June 3, 2004

By: /s/ Larry McAfee

-----  
Name: Larry McAfee  
Title: Chief Financial Officer

EXHIBIT -----	DESCRIPTION OF EXHIBIT -----
99.1	Registrant's press release dated June 3, 2004 announcing shareholders' approval of stock incentive plan.*

\* Furnished herewith.

