

HOOVER JAMES B

Form 4

June 16, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOOVER JAMES B

2. Issuer Name **and** Ticker or Trading
Symbol
U S PHYSICAL THERAPY INC
/NV [USPH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1300 W. SAM HOUSTON PKWY
S., SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2005

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Former Director

(Street)
HOUSTON, TX 77042

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	06/14/2005		M		3,626	A	\$ 3.4167	61,126 D
Common Stock	06/14/2005		M		7,774	A	\$ 3.1458	68,900 D
Common Stock	06/14/2005		S		11,400	D	\$ 17.5041	57,500 D
Common Stock	06/15/2005		M		10,226	A	\$ 3.1458	67,726 D
Common Stock	06/15/2005		S		10,226	D	\$ 17.5032	57,500 D

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Common Stock	35,750	I	James B. Hoover Rollover IRA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 3.4167	06/14/2005		M	3,626	12/13/1996 06/24/2005 ⁽¹⁾	Common Stock	3,626
Director Stock Option (right to buy)	\$ 3.1458	06/14/2005		M	7,774	12/17/1998 06/24/2005 ⁽¹⁾	Common Stock	7,774
Director Stock Option (right to buy)	\$ 3.1458	06/15/2005		M	10,226	12/17/1998 06/24/2005 ⁽¹⁾	Common Stock	10,226

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOOVER JAMES B 1300 W. SAM HOUSTON PKWY S.	Former Director

SUITE 300
HOUSTON, TX 77042

Signatures

James B.
Hoover

06/16/2005

____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) Based on thirty days from Mr. Hoover's termination date pursuant to the 1992 Stock option Plan.
- (2) Granted pursuant to the Company's 1992 Stock Option Plan, which complies with Rule 16b-3.

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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