

MOLER SPENCER C
 Form 4/A
 February 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
MOLER SPENCER C

(Last) (First) (Middle)
 333 NORTH SUMMIT STREET, 5TH FL
 (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)
 02/28/2005

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/02/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice President, Controller

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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Transaction(s) (Instr. 3 and 4)		
				Code	V	Amount	(D) 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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	(1)	02/28/2005	03/03/2005	A	17.3	(1)	(1)					Common Stock	17.3	\$ 34.0
	(1)	05/23/2005	05/26/2005	A	17.3	(1)	(1)					Common Stock	17.3	\$ 37.0
	(1)	08/22/2005	08/25/2005	A	14.7	(1)	(1)					Common Stock	14.7	\$ 39.0
	(1)	11/28/2005	12/01/2005	A	14.7	(1)	(1)					Common Stock	14.7	\$ 39.5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOLER SPENCER C 333 NORTH SUMMIT STREET 5TH FL TOLEDO, OH 43604			Vice President, Controller	

Signatures

R. Jeffrey Bixler, attorney-in-fact for Spencer C. Moler
 Date: 02/23/2006

__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) Shares of Phantom Stock acquired under the HCR Manor Care Senior Management Savings Plan for Corporate Officers resulting from the reinvestment of dividends. Each share of Phantom Stock represents the right to receive the cash value of one share of HCR Common Stock. Shares of Phantom Stock are payable in cash following the reporting person's termination of employment with HCR. The reporting person may transfer his or her Phantom Stock account into an alternative investment account at any time.
- (2) The Form 4 filed for the Reporting Person on February 2, 2006 (the "February 2 Form 4") is being amended by this Amendment because, due to technical problems involving HCR's Section 16 software, the amounts reported in Table II, Column 9 of the February 2 Form 4 did

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not aggregate with or reflect holdings of Phantom Stock Units that were previously reported.

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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