

EDWARDS NANCY A  
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 \*  
EDWARDS NANCY A

2. Issuer Name and Ticker or Trading Symbol  
MANOR CARE INC [HCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
333 N SUMMIT ST, 16TH FL  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2005

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Vice President

TOLEDO, OH 43604  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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(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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)
	(1)	02/28/2005	03/03/2005	A			11.9		(1)	(1)	Common Stock	11.9	\$ 34.0
	(1)	05/23/2005	05/26/2005	A			11.5		(1)	(1)	Common Stock	11.5	\$ 37.0
	(1)	08/22/2005	08/25/2005	A			9.8		(1)	(1)	Common Stock	9.8	\$ 39.0
	(1)	11/28/2005	12/01/2005	A			9.8		(1)	(1)	Common Stock	9.8	\$ 39.5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS NANCY A 333 N SUMMIT ST 16TH FL TOLEDO, OH 43604			Vice President	

## Signatures

Nancy A. Edwards 02/22/2006

\*\*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)

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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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.