

MANOR CARE INC
Form 4
December 26, 2007

FORM 4

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

OMB APPROVAL

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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 *
Wood Daniel A

(Last) (First) (Middle)
333 NORTH SUMMIT STREET
(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)
12/21/2007

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)
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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/21/2007		D	3,560.8 (1) D \$ 67 (1)	0	D	
Common Stock	12/21/2007		D	0.3 (2) D \$ 67 (2)	0	I	401(K) Plan

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
Phantom Stock Units	(3)	12/21/2007		D	618 (3)	(3) (3)	Common Stock
Phantom Stock Units Plan B	(4)	12/21/2007		D	205.9 (4)	(4) (4)	Common Stock
Stock Appreciation Rights	\$ 34.3 (5)	12/21/2007		D	5,000 (5)	02/04/2007(5) 02/05/2014(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Daniel A 333 NORTH SUMMIT STREET TOLEDO, OH 43604			Vice President	

Signatures

By: Matthew S. Kang, attorney-in-fact For: Daniel A. Wood

12/24/2007

__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).

This report relates to the exempt disposition of issuer securities by the reporting person pursuant to the Agreement and Plan of Merger, (1) dated as of July 2, 2007, between MCHCR-CP Merger Sub Inc. and the issuer (the "Merger Agreement"). These securities were disposed pursuant to the Merger Agreement in exchange for a cash payment of \$67.00 per share.

(2) Shares of issuer common stock held indirectly under the HCR Manor Care Stock Purchase and Retirement Savings 401(k) Plan (the "401(k) Plan") were disposed pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$67.00 per share, and such cash was reallocated and invested under an alternative investment option under the 401(k) Plan.

(3)

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Pursuant to the Merger Agreement, each share of Phantom Stock held under the HCR Manor Care Senior Management Savings Plan for Corporate Officers (the "SMSPCO Plan") ceased to represent the right to receive a share of issuer common stock and was converted into the right to receive an amount in cash equal to \$67.00. Such cash was credited under the SMSPCO Plan and may be notionally reinvested in accordance with the terms of the SMSPCO Plan.

- (4) Pursuant to the Merger Agreement, each share of Phantom Stock held under the Manor Care, Inc. Nonqualified Retirement Savings and Investment Plan (the "RSIP Plan") ceased to represent the right to receive a share of issuer common stock and was converted into the right to receive an amount in cash equal to \$67.00. Such cash was credited under the RSIP Plan and may be notionally reinvested in accordance with the terms of the RSIP Plan.

- (5) This stock appreciation right, which gave the holder a right to the difference in value (if any) of the underlying issuer common stock, was, in accordance with the Merger Agreement (whether or not then exercisable), canceled and converted into the right to receive a cash payment equal to the product of the number of shares subject to the stock appreciation right as of the effective time of the merger, multiplied by the excess (if any) of the \$67.00 per share cash merger consideration over the exercise price per share of the stock appreciation right.

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.