

# **ENSIGN GROUP, INC**

Reported by  
**PORT BARRY**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/20/18 for the Period Ending 02/15/18

Address	27101 PUERTA REAL, SUITE 450 MISSION VIEJO, CA, 92691
Telephone	(949) 487-9500
CIK	0001125376
Symbol	ENSG
SIC Code	8051 - Services-Skilled Nursing Care Facilities
Industry	Healthcare Facilities & Services
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Port Barry</b> (Last) (First) (Middle)  <b>27101 PUERTA REAL, SUITE 450</b> (Street)  <b>MISSION VIEJO, CA 92691</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ENSIGN GROUP, INC [ ENSG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Vice President</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/15/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/15/2018		M		1510	A	\$7.96	122467	D	
Common Stock	2/15/2018		S (1)		1510	D	\$26.0218 (2)	120957	D	
Common Stock	2/15/2018		M		15445	A	\$7.86	136402	D	
Common Stock	2/15/2018		S (1)		15445	D	\$26.1004 (3)	120957	D	
Common Stock	2/16/2018		M		2885	A	\$7.86	123842	D	
Common Stock	2/16/2018		S (1)		2885	D	\$26.211 (4)	120957	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$7.96	2/15/2018		M		1510		10/31/2013 (5)	10/31/2022	Common Stock	1510.0	\$0	0	D	
Employee Stock Option (right to buy)	\$7.86	2/15/2018		M		15445		7/26/2013 (6)	7/26/2022	Common Stock	15445.0	\$0	2885	D	
Employee Stock Option (right to buy)	\$7.86	2/16/2018		M		2885		7/26/2013 (6)	7/26/2022	Common Stock	2885.0	\$0	0	D	

**Explanation of Responses:**

- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on December 11, 2017.
- (2) This transaction was executed in multiple trades at prices ranging from \$26.00 to \$26.09. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) This transaction was executed in multiple trades at prices ranging from \$26.00 to 26.22. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) This transaction was executed in multiple trades at prices ranging from \$26.00 to \$26.45. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request by the commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The option, representing a right to purchase a total of 7,332 shares, was granted on October 31, 2012 and became exercisable in five equal annual installments beginning on October 31, 2013, which was the first anniversary of the date on which the option was granted.
- (6) The option, representing a right to purchase a total of 18,330 shares, was granted on July 26, 2012 and became exercisable in five equal annual installments beginning on July 26, 2013, which was the first anniversary of the date on which the option was granted.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Port Barry</b> <b>27101 PUERTA REAL, SUITE 450</b> <b>MISSION VIEJO, CA 92691</b>			<b>Vice President</b>	

**Signatures**/s/ Chad A. Keetch, as power of attorney2/20/2018

\*\*Signature of Reporting Person

Date

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

\* 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).

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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