

Port Barry
Form 4
February 20, 2018

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 *
Port Barry

2. Issuer Name and Ticker or Trading Symbol
ENSIGN GROUP, INC [ENSG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
27101 PUERTA REAL, SUITE 450

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President

MISSION VIEJO, CA 92691

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 02/15/2018 | | M | 1,510 A \$ 7.96 | 122,467 | D | |
| Common Stock | 02/15/2018 | | S ⁽¹⁾ | 1,510 D \$ 26.0218 | 120,957 | D | |
| Common Stock | 02/15/2018 | | M | 15,445 A \$ 7.86 | 136,402 | D | |
| Common Stock | 02/15/2018 | | S ⁽¹⁾ | 15,445 D \$ 26.1004 | 120,957 | D | |
| | 02/16/2018 | | M | 2,885 A \$ 7.86 | 123,842 | D | |

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Common
Stock

Common Stock 02/16/2018 S⁽¹⁾ 2,885 D \$ 26.211 ₍₄₎ 120,957 D

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

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

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 (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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 7.96 | 02/15/2018 | | M | 1,510 | 10/31/2013 ⁽⁵⁾ 10/31/2022 | Common Stock | 1,510 |
| Employee Stock Option (right to buy) | \$ 7.86 | 02/15/2018 | | M | 15,445 | 07/26/2013 ⁽⁶⁾ 07/26/2022 | Common Stock | 15,445 |
| Employee Stock Option (right to buy) | \$ 7.86 | 02/16/2018 | | M | 2,885 | 07/26/2013 ⁽⁶⁾ 07/26/2022 | Common Stock | 2,885 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Port Barry 27101 PUERTA REAL, SUITE 450 | | | Vice President | |

MISSION VIEJO, CA 92691

Signatures

/s/ Chad A. Keetch, as power of attorney

02/20/2018

__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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on December 11, 2017.
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.

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.