

Stapley Gregory K.  
Form 4  
December 30, 2008

**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 \*  
Stapley Gregory K.

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)  
12/26/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
V.P. and General Counsel

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                    | 12/26/2008                           |  | S <sup>(1)</sup>               | 4,000 D   | \$ 16.45<br><u>(2)</u>  | 1,067,500  | I   | By the Stapley Family Trust dated April 25, 2006 <sup>(3)</sup> |
| Common Stock                    | 12/29/2008                           |  | S <sup>(1)</sup>               | 6,300 D   | \$ 17.05<br><u>(4)</u>  | 1,061,200  | I   | By the Stapley Family Trust dated April 25, 2006 <sup>(3)</sup> |

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|              |            |                  |       |   |                           |           |   |  |
|--------------|------------|------------------|-------|---|---------------------------|-----------|---|--|
| Common Stock | 12/30/2008 | S <sup>(1)</sup> | 1,400 | D | \$<br>17.35<br><u>(5)</u> | 1,059,800 | I | By the Stapley Family Trust dated April 25, 2006 <sup>(3)</sup>              |
| Common Stock |            |                  |       |   |                           | 49,171    | I | By the Marian K. Stapley Revocable Trust dated April 29, 1965 <sup>(6)</sup> |
| Common Stock |            |                  |       |   |                           | 24,000    | I | By wife as UTMA custodian for their minor children                           |

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 (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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Stapley Gregory K.  
27101 PUERTA REAL, SUITE 450  
MISSION VIEJO, CA 92691

V.P. and General Counsel

## Signatures

Daniel H. Walker, as  
Attorney-in-fact

12/30/2008

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5(1) trading plan adopted by the reporting person on November 7, 2008.
- This transaction was executed in multiple trades at prices ranging from \$16.25 to \$16.65. The price above reflects the weighted average
- (2) 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) These shares are directly owned by the Stapley Family Trust dated April 25, 2006 and indirectly by Gregory K. Stapley as Trustee of the trust. Gregory K. Stapley is an officer of the issuer.
- This transaction was executed in multiple trades at prices ranging from \$16.50 to \$17.36. The price above reflects the weighted average
- (4) 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.
- This transaction was executed in multiple trades at prices ranging from \$17.31 to \$17.50. The price above reflects the weighted average
- (5) 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.
- These shares are directly owned by the Marian K. Stapley Revocable Trust dated April 29, 1965 and indirectly by Gregory K. Stapley as
- (6) Trustee of the trust. Gregory K. Stapley is an officer of the issuer. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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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