#### BEVERLY ENTERPRISES INC

Form 4

February 02, 2006

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

**OMB** Number:

Expires:

3235-0287 January 31,

2005

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

**OMB APPROVAL** 

response...

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**HOWE JOHN P MD** 

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

BEVERLY ENTERPRISES INC

[BEV]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2006

X\_ Director 10% Owner Officer (give title Other (specify below)

ONE THOUSAND BEVERLY WAY

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

FORT SMITH, AR 72919

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amou Underlying Secur

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) Disposed of (Instr. 3, 4, a 5)		of (D)	(Month/Day/Year	r) (Instr. 3 and 4)		4)
				Code '	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
PHANTOM STOCK UNITS (1)	<u>(2)</u>	02/01/2006		A	215.177	9	02/01/2006(1)	<u>(1)</u>	\$.10 Par Value Common Stock	21:

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOWE JOHN P MD
ONE THOUSAND BEVERLY WAY
FORT SMITH, AR 72919

# **Signatures**

By: Brenda Boster, by Power of Attorney For: John P.
Howe

02/02/2006

\*\*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).
  - These units of phantom stock have been granted under the Non-Employee Director Deferred Compensation Plan and are credited to a
- (1) deferred share unit account each month, to be paid to the director, or, in the case of his/her death prior to retirement from the Board, his/her beneficiary(ies), in stock, upon his/her retirement from the Board, death or disability.
- (2) Each Deferred Share Unit has a value equal to one share of common stock of Beverly.

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.

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