

DEVEREAUX DAVID R
Form 4
December 27, 2005

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 *
DEVEREAUX DAVID R

2. Issuer Name and Ticker or Trading Symbol
BEVERLY ENTERPRISES INC
[BEV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive Vice President & COO

ONE THOUSAND BEVERLY WAY

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

(Street)

FORT SMITH, AR 72919

(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 |
| \$.10 Par Value Common Stock ⁽¹⁾ | 04/30/2002 | | F | | 1,492 | D | \$ 8.6 |
| \$.10 Par Value Common Stock | 12/23/2005 | | A | | 70,909 ⁽²⁾ | A | \$ 0 |
| \$.10 Par Value Common Stock | 12/23/2005 | | F | | 18,103 ⁽³⁾ | D | \$ 11.77 |
| | | | | | | | 306,518 |

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| | | | | | | | |
|-------------------------------------|---------------------------|---|----------------------|---|------------|----------|---|
| Stock | | | | | | | |
| \$.10 Par Value Common Stock | 12/23/2005 | F | 23,916 <u>(3)</u> | D | \$ 11.77 | 282,602 | D |
| \$.10 Par Value Common Stock | 12/23/2005 | F | 16,630 <u>(3)</u> | D | \$ 11.77 | 265,972 | D |
| \$.10 Par Value Common Stock | 12/23/2005 | F | 30,809 <u>(4)</u> | D | \$ 11.77 | 235,163 | D |
| \$.10 Par Value Common Stock | 12/23/2005 ⁽⁵⁾ | J | 5,891 <u>(5)</u> | D | <u>(5)</u> | 229,272 | D |
| \$.10 Par Value Common Stock | 12/23/2005 ⁽⁵⁾ | J | 48,965 <u>(5)</u> | D | <u>(5)</u> | 180,307 | D |
| \$.10 Par Value Common Stock | 12/23/2005 ⁽⁵⁾ | J | 7,782 <u>(5)</u> | D | <u>(5)</u> | 172,525 | D |
| \$.10 Par Value Common Stock | 12/23/2005 ⁽⁵⁾ | J | 5,411 <u>(5)</u> | D | <u>(5)</u> | 167,114 | D |
| \$.10 Par Value Common Stock | 12/23/2005 ⁽⁵⁾ | J | 10,025 <u>(5)</u> | D | <u>(5)</u> | 157,089 | D |
| \$.10 Par Value Common Stock - ESPP | 12/23/2005 ⁽⁶⁾ | J | 822.53 <u>(6)</u> | D | <u>(6)</u> | 822.5288 | 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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEVEREAUX DAVID R ONE THOUSAND BEVERLY WAY FORT SMITH, AR 72919 | | | Executive Vice President & COO | |

Signatures

By: Brenda Boster, by Power of Attorney For: David R. Devereaux
Date: 12/23/2005

__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) Shares traded in payment of taxes associated with scheduled vesting of restricted shares.
Represents shares issued pursuant to early vesting of performance-based stock units granted under the Beverly Enterprises, Inc. 1997 Long-Term Incentive Plan, with an aggregate cash value at the time of grant of \$886,362.50 (the "Dollar Value").
- (2) Pursuant to the terms of the merger agreement by and among Beverly Enterprises, Inc., Pearl Senior Care, Inc., PSC Sub, Inc. and Geary Property Holdings, LLC, as amended (the "Merger Agreement"), the number of shares issued was determined by dividing the Dollar Value by \$12.50, which is the per share purchase price in the Merger Agreement, with fractional shares being rounded up to the next whole number.
- (3) Shares withheld in payment of taxes associated with early vesting of restricted stock pursuant to the terms of the merger agreement by and among Beverly Enterprises, Inc. (the "Company"), Pearl Senior Care, Inc., PSC Sub, Inc. and Geary Property Holdings, LLC, as amended (the "Merger Agreement").
- (4) Shares withheld in payment of taxes associated with issuance of shares in connection with early vesting of performance units pursuant to the terms of the merger agreement, determined by dividing the reporting person's applicable withholding amount by \$11.77 (the closing market price of the Company's common stock on December 23, 2005, the date the shares were issued), with fractional shares being rounded up to the next whole number.

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- (5) The reporting person transferred a total of 78,074 shares of BEI common stock to his ex-wife pursuant to a domestic relations order.
- (6) The reporting person transferred 822.53 shares of stock (ESPP) to his ex-wife pursuant to a domestic relations order.

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.