SABEL IVAN R Form 4

December 05, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB Number:

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SABEL IVAN R

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

BEVERLY ENTERPRISES INC

[BEV]

(Check all applicable)

(Middle)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 12/01/2005

X_ Director Officer (give title below)

10% Owner Other (specify

ONE THOUSAND BEVERLY WAY

(Street)

Security

(Instr. 3)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

FORT SMITH, AR 72919

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Disposed of (D) Beneficially (Instr. 3, 4 and 5) Owned

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

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

(Instr. 4)

Following Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 4)

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

(Month/Day/Year)

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 Amount Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and	4)
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amou Numb Shares
PHANTOM STOCK UNITS (1)	(2)	12/01/2005		A	1,104.6141	<u>(1)</u>	<u>(1)</u>	\$.10 Par Value Common Stock	1,10

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
SABEL IVAN R						
ONE THOUSAND BEVERLY WAY	X					
FORT SMITH, AR 72919						

Signatures

By: Brenda Boster, by Power of Attorney For: Ivan R. Sabel 12/05/2005

**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).
 - 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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