

Hood Lynn M
Form 4
August 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
Hood Lynn M

(Last) (First) (Middle)
333 NORTH SUMMIT STREET
(Street)

TOLEDO, OH 43604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANOR CARE INC [HCR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/21/2006		M	V	1,250 A \$ 27.75	4,781.2	D
Common Stock	08/21/2006		M	V	1,250 A \$ 39.44	6,031.2	D
Common Stock	08/21/2006		M	V	1,000 A \$ 31.75	7,031.2	D
Common Stock	08/21/2006		M	V	2,500 A \$ 19.25	9,531.2	D
Common Stock	08/21/2006		M	V	2,700 A \$ 18.75	12,231.2	D

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Common Stock	08/21/2006		D	2,700	D	\$ 52.81	9,531.2	D	
Common Stock	08/21/2006		S	5,400	D	\$ 52.95	4,131.2	D	
Common Stock	08/21/2006		S	600	D	\$ 53.01	3,531.2	D	
Common Stock							33.8	I	401(K) Plan

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 19.25	08/21/2006		M	2,500	02/01/2004 02/02/2011	Common Stock	2,500	
Non-Qualified Stock Option (right to buy)	\$ 27.75	08/21/2006		M	1,250	12/03/1999 12/04/2006	Common Stock	1,250	
Non-Qualified Stock Option (right to buy)	\$ 31.75	08/21/2006		M	1,000	12/01/2001 12/02/2008	Common Stock	1,000	
Non-Qualified Stock Option (right to buy)	\$ 39.44	08/21/2006		M	1,250	12/02/2000 12/03/2007	Common Stock	1,250	
Stock Appreciation Rights	\$ 18.75	08/21/2006		M	2,700	02/05/2006 02/06/2013	Common Stock	2,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hood Lynn M 333 NORTH SUMMIT STREET TOLEDO, OH 43604			Vice President	

Signatures

By: Matthew S. Kang, attorney-in-fact For: Lynn
Hood

08/23/2006

__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).

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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