

Stapley Gregory K.
Form 5
February 17, 2009

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Stapley Gregory K.

(Last) (First) (Middle)

27101 PUERTA REAL, SUITE 450

(Street)

2. Issuer Name and Ticker or Trading Symbol
ENSGRUP, INC [ENSG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

MISSION VIEJO, CA 92691

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 01/31/2008 | Â | G | 3,500 D \$ 0 | 1,059,800 | I | By Stapley Family Trust Dated April 25, 2006 ⁽¹⁾ |
| Common Stock | 11/03/2008 | Â | G | 5,000 D \$ 0 | 1,054,800 | I | By Stapley Family Trust Dated April 25, 2006 ⁽¹⁾ |

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| | | | | | | | | | |
|--------------|------------|---|------------------|-------|---|------|--------|---|--|
| Common Stock | 12/24/2008 | Â | J ⁽²⁾ | 3,671 | D | \$ 0 | 45,500 | I | By the Marian K. Stapley Revocable Trust Dated April 29, 1965 ⁽³⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 18,000 | 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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SEC 2270 (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. of D S B O E I S F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (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 | Â | Â | Â V.P. and General Counsel | Â |

Signatures

Daniel H. Walker, as attorney-in-fact
02/17/2009

**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) 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 consisted of a distribution of 3,671 shares by the Marian K. Stapley Revocable Trust dated April 29, 1965 to its
(2) beneficiary, Marian K. Stapley. The reporting person is the trustee of the trust. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

These shares are directly owned by the Marian K. Stapley Revocable Trust dated April 29, 1965 and indirectly by Gregory K. Stapley as
(3) 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 provided 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.