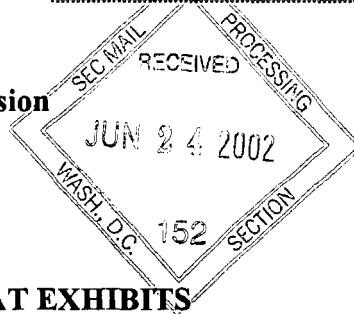




OMB APPROVAL
OMB Number: 3235-0327
Expires: January 31, 2005
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UNITED STATES
 Securities and Exchange Commission
 Washington, D. C. 20549



FORM SE
FORM FOR SUBMISSION OF PAPER FORMAT EXHIBITS
BY ELECTRONIC FILERS

Manor Care, Inc.
 Exact name of registrant as specified in charter

878736
 Registrant CIK Number

Form 11-K for fiscal year ended Dec. 31, 2001
 Electronic report, schedule or registration statement
 of which the documents are a part (give period of report)

1-10858
 SEC file number, if available

 Name of Person Filing the Document (If other than the Registrant)

PROCESSED
JUL 15 2002
THOMSON FINANCIAL

SIGNATURES

Filings Made By the Registrant:

The Registrant has duly caused this form to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toledo, State of Ohio, June 21, 2002.

Manor Care, Inc.

HCR Stock Purchase and Retirement Savings Plan
 (Registrant)

By:
 Wade B. O'Brian, Chairman of Employee Benefits Committee

Ann Otley, Secretary of Employee Benefits Committee

FORM 11-K

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

(Mark One)

**Annual Report Pursuant To Section 15(d) of the
Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2001

OR

**Transition Report Pursuant to Section 15(d) of the
Securities Exchange Act of 1934**

Commission file number: 1-10858

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

HCR STOCK PURCHASE AND RETIREMENT SAVINGS PLAN

- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

MANOR CARE, INC.
333 N. Summit Street
Toledo, Ohio 43604-2617

Total pages 15
Exhibit Index pg. 14

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

HCR Stock Purchase and Retirement Savings Plan

Years ended December 31, 2001 and 2000

with Report of Independent Auditors

HCR Stock Purchase and Retirement Savings Plan
Financial Statements and Supplemental Schedule

Years ended December 31, 2001 and 2000

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Report of Independent Auditors

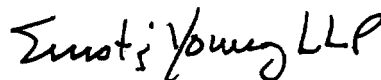
Manor Care, Inc.
Employee Benefits Committee

We have audited the accompanying statements of net assets available for benefits of the HCR Stock Purchase and Retirement Savings Plan as of December 31, 2001 and 2000, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2001 and 2000, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2001, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.



May 22, 2002

HCR Stock Purchase and Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2001	2000
Assets		
Cash	\$ 166,564	\$ -
Investments <i>(Note 3)</i> :		
Harbor Money Market Fund	18,742,505	5,090,346
Manor Care, Inc. Common Stock	17,360,019	13,038,304
Harbor Capital Appreciation Equity Fund	11,460,821	12,334,654
Harbor Large Cap Value Fund	6,696,113	5,593,561
Harbor Growth Equity Fund	6,660,448	8,741,294
Harbor Bond Equity Fund	6,253,002	4,101,052
Harbor International Equity Fund	5,846,453	5,991,691
Janus Fund	3,355,258	2,318,107
Harbor Trust Fund <i>(Note 4)</i>	1,084,922	1,412,321
Armada Money Market Fund	-	1,609
Loan Fund	1,516,137	1,162,544
	79,142,242	59,785,483
Contribution receivables:		
Employer	3,285,316	2,527,895
Employee	-	119,663
Total assets	82,427,558	62,433,041
Liabilities		
Other	10,359	-
Net assets available for benefits	\$ 82,417,199	\$ 62,433,041

See accompanying notes.

HCR Stock Purchase and Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	Years ended December 31	
	2001	2000
Additions:		
Employee contributions	\$ 10,520,377	\$ 8,204,822
Employer contributions	3,285,316	2,527,895
Rollover contributions	627,936	836,835
Interest and dividends	954,759	4,160,351
Net realized and unrealized depreciation in fair value of investments	(3,478,918)	(4,422,867)
	11,909,470	11,307,036
Benefit payments	4,477,251	5,924,849
Net increase	7,432,219	5,382,187
Net transfer from IHHI <i>(Note 1)</i>	12,551,939	-
Net assets available for benefits:		
Beginning of year	62,433,041	57,050,854
End of year	\$ 82,417,199	\$ 62,433,041

See accompanying notes.

HCR Stock Purchase and Retirement Savings Plan

Notes to Financial Statements

December 31, 2001

1. Plan Description

General

The HCR Stock Purchase and Retirement Savings Plan (Plan) is for the benefit of eligible employees of Health Care and Retirement Corporation of America (HCRA), which is an indirect wholly-owned subsidiary of Manor Care, Inc. and employees of affiliated companies which adopt the Plan with the consent of HCRA. Effective January 1, 2000, all employees of HCRA became employees of Heartland Employment Services, Inc. a wholly-owned subsidiary of Manor Care, Inc.

Effective November 1, 2001, the In Home Health, Inc. Employee 401(k) Retirement Plan was merged into the Plan. Employees of In Home Health, Inc. became eligible to participate and contribute to the Plan when they became employees of Heartland Employment Services, Inc. at various dates throughout 2001.

Contributions

The Plan allows eligible employees the opportunity to contribute up to 18% of their salaries on a pre-tax basis subject to certain limitations. Contributions may be divided at the participants' discretion among the various investment options offered by the Plan from 0% to 100% with no limit on the number of funds selected.

During 2000, the original Plan document was amended to change the employer contribution percentage. Effective January 1, 2000, the employer contributes on behalf of each eligible participant an amount equal to fifty percent (50%) of the participant's Matched Tax Saver (MTS) contributions, not to exceed three percent (3%) of the participant's annual compensation, as defined by the Plan. Employer matching contributions are initially invested in the Manor Care Stock Fund, and may be immediately re-directed by the participant. Forfeitures are held by the trustee and reduce future employer contributions. Beginning in 2000, the employer matching contribution is funded subsequent to year end.

Within certain limitations, a participant may also transfer into the Plan a rollover contribution or other assets from another qualified retirement program.

HCR Stock Purchase and Retirement Savings Plan

Notes to Financial Statements (continued)

1. Plan Description (continued)

Eligibility and Vesting

Employees are eligible to participate in the Plan upon completion of six consecutive months of service or five hundred hours of service, whichever comes later. Participants are fully vested in their contributions immediately. Participants vest in Plan earnings and employer matching contributions under several different vesting schedules based upon hire date and other criteria as defined by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution and the employer's matching contribution, as well as an allocation of plan earnings (losses) and the unrealized appreciation (depreciation) of the Plan's investments. The benefit to which a participant is entitled is the benefit that can be provided from the vested value of the participant's account.

Participant Loans

The Plan permits a participant to borrow a portion of their existing account balance. Loans are made subject to certain conditions and limitations specified in the Plan and are repaid in bi-weekly installments, including interest, over periods of between one and ten years. Participant loans are collateralized by their account balances. The rate at which loans bear interest is established at the inception of the borrowing based on the prime rate then being charged by the trustee. Repayments of loans, including the interest portion thereof, are reinvested on the participant's behalf in accordance with the then current choice of investment funds.

Administrative Expenses

The trustee fees and other administrative expenses are paid by the Plan sponsor.

HCR Stock Purchase and Retirement Savings Plan

Notes to Financial Statements (continued)

1. Plan Description (continued)

Plan Termination

While HCRA has not expressed an interest in terminating the Plan, it is free to do so at any time. In the event of Plan termination, the Employee Benefits Committee shall allocate the assets of the Plan in the order of priority set forth under the Employee Retirement Income Security Act.

The above information is intended as a general description of the Plan's operating guidelines. Reference should be made to the Plan's Summary Plan Description for more specific provisions.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The assets of the Plan were held by the Trustee, the Bank of New York, at December 31, 2001 and National City Trust at December 31, 2000. The Plan's investments are valued at their respective quoted market values at year end. Non-benefit responsive guaranteed investment contracts within the Harbor Trust are valued at an amount equal to the sum of contributions and earnings credited to date (contract value). Interest income is recorded on the accrual basis. Dividend income is recorded when declared.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income, contributions and withdrawals during the reporting period. Actual results could differ from those estimates.

HCR Stock Purchase and Retirement Savings Plan

Notes to Financial Statements (continued)

3. Investments

During 2001 and 2000, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in fair value as follows:

	Years ended December 31	
	2001	2000
Manor Care, Inc. Common Stock	\$ 3,138,352	\$ 3,177,676
Harbor Large Cap Value Fund	136,639	151,187
Harbor Bond Equity Fund	76,835	183,343
Harbor Trust Fund	78,353	(697,111)
Harbor International Equity Fund	(809,261)	(985,651)
Janus Fund	(1,009,770)	87,659
Harbor Capital Appreciation Equity Fund	(2,240,584)	(4,297,327)
Harbor Growth Equity Fund	(2,849,482)	(2,042,643)
	\$ (3,478,918)	\$ (4,422,867)

4. Harbor Trust Fund

Contributions to the Harbor Trust are invested in units of the Harbor Trust which invests in a commingled fund of guaranteed investment contracts through a collective trust maintained by State Street Bank and Trust Company. The guarantee is subject to the Plan maintaining its qualified, tax-exempt status under the Internal Revenue Code, and limited if the Plan elects to terminate its participation by redeeming all units of a fund. In those instances, redemption value may be less than contract value. Such contracts provide for interest penalties for early withdrawal by the Plan, and are not subject to interest rate resets or minimum rate levels. The Harbor Trust has guaranteed specific rates of return for contributions made as follows:

Year of Contribution	Rate of Return	Expiration of Guarantee Period	December 31, 2001		December 31, 2000	
			Contract Value and Cost	Fair Value	Contract Value and Cost	Fair Value
1996	5.90%	December 31, 2000	\$ -	\$ -	\$ 252,693	\$ 252,693
1997	6.50%	December 31, 2001	418,762	418,762	444,116	446,295
1998	6.25%	December 31, 2002	333,047	346,482	359,142	363,784
1999	5.40%	December 31, 2003	333,113	347,737	356,370	354,549
			\$ 1,084,922	\$ 1,112,981	\$ 1,412,321	\$ 1,417,321

HCR Stock Purchase and Retirement Savings Plan

Notes to Financial Statements (continued)

4. Harbor Trust Fund (continued)

The fair value of the Harbor Trust Fund was calculated using compounded rates over the guarantee period and discounted back to December 31, 2001, under the assumption that there are no withdrawals or transfers from the Harbor Trust Fund between December 31, 2001 and the expiration of the guarantee period.

5. Income Tax Status

The Plan has received a determination from the Internal Revenue Service dated May 31, 1996 stating that the Plan is qualified under sections 401(a), 401(k) and 401(m) of the Internal Revenue Code (the Code) and, therefore, the related Trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

Supplemental Schedule

HCR Stock Purchase and Retirement Savings Plan

EIN: 34-34402510 Plan Number: 004

Schedule H, Line 4(i)—Schedule of Assets
(Held at End of Year)

December 31, 2001

Identity of Issue, Borrower, Lessor or Similar Party	Rate of Interest	Current Value
Mutual funds:		
Harbor Money Market Fund		\$ 18,742,505
Harbor Capital Appreciation Equity Fund		11,460,821
Harbor Large Cap Value Fund		6,696,113
Harbor Growth Equity Fund		6,660,448
Harbor Bond Equity Fund		6,253,002
Harbor International Equity Fund		5,846,453
Janus Fund		3,355,258
		59,014,600
Corporate stocks:		
*Manor Care, Inc.		17,360,019
Guaranteed investment contract:		
Harbor Trust Fund		1,084,922
Loans to participants:		
*Loan Fund, various maturity dates	7.5% - 10%	1,516,137

* Party-in-interest

REQUIRED INFORMATION

1. Financial Statements

- Report of Independent Auditors
- Statements of ^{Net} Assets Available for Benefits as of December 31, 2001 and 2000
- Statements of Changes in ^{Net} Assets Available for Benefits for the years ended December 31, 2001 and 2000
- Notes to Financial Statements
- Schedule of Assets Held at End of Year

The Plan's financial statements and schedule are prepared in accordance with the financial reporting requirements of ERISA.

2. Exhibits

S-K Item
601 No.

23 Consent of Independent Auditors

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrator of the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

HCR STOCK PURCHASE AND RETIREMENT SAVINGS PLAN (Name of Plan)

Date: June 21, 2002

By: Manor Care, Inc.
Employee Benefits Committee Plan
Administrator

By: Wade B. O'Brien
Wade B. O'Brien
Chairman

By: Ann Otley
Ann Otley
Secretary

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8, No. 333-93573) pertaining to the HCR Stock Purchase and Retirement Savings Plan of Manor Care, Inc. of our report dated May 22, 2002, with respect to the financial statements and schedule of the HCR Stock Purchase and Retirement Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2001.

Trust's Young LLP

Toledo, Ohio
June 20, 2002