

NATIONWIDE HEALTH PROPERTIES INC

Form 4

November 07, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
RUSH JEFFREY2. Issuer Name **and** Ticker or Trading
Symbol
**NATIONWIDE HEALTH
PROPERTIES INC [NHP]**5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**610 NEWPORT CENTER
DRIVE, SUITE 1150**3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2008☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)(Street)
NEWPORT BEACH, CA 926604. 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

(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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Partnership Units	(3)	10/31/2008	J(4)		34,923 (1)		11/01/2009	(2)	Common Stock	(3)
Class A Partnership Units	(3)	10/31/2008	J(4)		42,307 (1)		11/01/2009	(2)	Common Stock	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUSH JEFFREY 610 NEWPORT CENTER DRIVE SUITE 1150 NEWPORT BEACH, CA 92660		X		

Signatures

/s/ Jeffrey L. Rush 11/07/2008

__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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

(2) There is no expiration date associated with these Class A Partnership Units.

The Class A Partnership Units were issued by NHP/PMB, L.P., a Delaware limited partnership. In accordance with NHP/PMB, L.P.'s Amended and Restated Agreement of Limited Partnership, after a one year holding period, Class A Partnership Units are exchangeable for cash or, at the general partner's option, shares of the issuer's common stock, initially on a one-for-one basis.

The Class A Partnership Units were issued by NHP/PMB, L.P., in exchange for some or all of the reporting person's direct or indirect interest in certain medical office buildings contributed to NHP/PMB, L.P., pursuant to an agreement between Nationwide Health Properties, Inc., and Pacific Medical Buildings LLC.

(5) Held by J&L Rush Family Partnership, a California limited partnership for which the reporting person serves as a general partner.

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(6) Held by Rush Family Trust, a revocable grantor trust for which the reporting person serves as a trustee.

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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