

KHOURY ABDO H  
Form 4  
July 06, 2011

**FORM 4** 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).

**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 \*  
KHOURY ABDO H

2. Issuer Name and Ticker or Trading Symbol  
NATIONWIDE HEALTH PROPERTIES, LLC [NHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
610 NEWPORT CENTER DRIVE,  
SUITE 1150  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/01/2011

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP, CFO, Chief Portfolio Off.

NEWPORT BEACH, CA 92660

4. 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	(A) or (D)	Price
Common Stock <u>(7)</u>	07/01/2011		A		25,014	A	158,245
Common Stock <u>(1)</u>	07/01/2011		F		11,677	D	\$ 42.27
Common Stock <u>(2)</u>	07/01/2011		D		146,568	D	0
Common Stock <u>(3)</u>	07/01/2011		D		39,017.4473	D	1,070.5674
Common Stock <u>(4)</u>	07/01/2011		D		1,070.5674	D	0

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options - Right to Buy <sup>(5)</sup>	\$ 25.4	07/01/2011		D	11,034	<sup>(5)</sup> 02/10/2019	Common Stock 11,034
Employee Stock Options - Right to Buy <sup>(6)</sup>	\$ 31.97	07/01/2011		D	25,067	<sup>(6)</sup> 02/09/2020	Common Stock 25,067

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

KHOURY ABDO H  
610 NEWPORT CENTER DRIVE, SUITE 1150  
NEWPORT BEACH, CA 92660

EVP, CFO, Chief Portfolio Off.

**Signatures**

/s/ William Wagner,  
attorney-in-fact

07/06/2011

        \*\*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).

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- (1) Shares withheld to cover tax withholding due in connection with the vesting of performance shares.

At the Effective Time (as defined in the Agreement and Plan of Merger (the "Merger Agreement"), dated February 27, 2011, by and among Ventas, Inc., Needles Acquisition LLC and Nationwide Health Properties, Inc.), these shares were cancelled pursuant to the

- (2) Merger Agreement in exchange for the right to receive 115,290 shares of Ventas, Inc. common stock having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

Immediately prior to the Effective Time, 27,312 restricted stock units became fully vested and any restrictions with respect thereto lapsed.

- (3) At the Effective Time, such shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$1,143,523.64, and the remaining 11,705.4473 restricted stock units terminated at the Effective Time in accordance with their terms.

At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive 842 shares of

- (4) Ventas, Inc. common stock having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

Immediately prior to the Effective Time, 11,034 stock options became fully vested and any restrictions with respect thereto lapsed. At the

- (5) Effective Time, such options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$181,701.47 (equal to the difference between the VWAP (as defined in the Merger Agreement) of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

Immediately prior to the Effective Time, 25,067 stock options became fully vested and any restrictions with respect thereto lapsed. At the

- (6) Effective Time, such options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$248,135.95 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

- (7) Shares delivered in connection with the vesting of performance shares.

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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