

VENTAS INC
Form 4
January 04, 2012

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 *
PASQUALE DOUGLAS M

(Last) (First) (Middle)

**111 SOUTH WACKER DRIVE,
SUITE 4800**

(Street)

CHICAGO,, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VENTAS INC [VTR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2011

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/31/2011 | | F | 4,054 (1) D \$ 55.13 | 174,755 | D | |
| Common Stock | 01/01/2012 | | A | 1,028 (2) A \$ 0 | 175,783 | D | |
| Common Stock | 01/03/2012 | | S(3)(4) | 20,000 D \$ 56.1346 | 155,783 | D | |
| Common Stock | | | | | 4,326 | I | By IRA |

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

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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 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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 55.13 | 01/01/2012 | | A | 5,000 (5) | 01/01/2012 ⁽⁶⁾ 01/01/2022 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PASQUALE DOUGLAS M 111 SOUTH WACKER DRIVE, SUITE 4800 CHICAGO,, IL 60606 | X | | | |

Signatures

Douglas M. Pasquale, By: T. Richard Riney,
Attorney-In-Fact 01/04/2012

__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).

- Represents shares withheld to pay the taxes on the vesting and settlement of restricted stock units granted by Nationwide Health Properties, Inc. ("NHP") on February 15, 2011 and assumed by the Issuer pursuant to the Agreement and Plan of Merger, dated February 27, 2011, by and among Ventas, Inc., Needles Acquisition LLC and NHP.
- Restricted stock granted by Issuer pursuant to the Ventas, Inc. 2006 Stock Plan for Directors (the "Stock Plan"). This restricted stock vests in two equal annual installments beginning on the first anniversary of the date of grant.
 - On January 3, 2012, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported on Table 1. The price reported in column 4 is a weighted average price. These shares were sold

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by the Reporting Person in multiple transactions at prices ranging from \$56.00 to \$56.32, inclusive. Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).

- (4) These shares are being sold pursuant to a written non-discretionary Rule 10b5-1(c) sales plan dated November 23, 2011.
- (5) Stock options granted by Issuer pursuant to the Stock Plan.
- (6) These options vest in two equal annual installments beginning on the date of grant.
- (7) Represents total number of unexercised stock options held by the Reporting Person as of January 1, 2012.

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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