

HEALTH CARE REIT INC /DE/
Form 4
May 08, 2015

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 *
DEROSA THOMAS J

2. Issuer Name and Ticker or Trading Symbol
HEALTH CARE REIT INC /DE/ [HCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HEALTH CARE REIT, INC., 4500 DORR STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

TOLEDO, OH 43615

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 Ownership (Instr. 4)
Common Stock	05/06/2015		M	(A) or (D) A	15,618 \$ 0 88,186	D	

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)

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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 Security (Instr. 3 and 4)
Performance-Based Restricted Stock Units	(2)	05/06/2015		M	15,618	(2) (2)	Common 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEROSA THOMAS J C/O HEALTH CARE REIT, INC. 4500 DORR STREET TOLEDO, OH 43615	X		Chief Executive Officer	

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Thomas J. DeRosa 05/08/2015

__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).

Shares represent restricted stock units that are automatically deferred under the terms of the restricted stock agreement and will be settled, on a one-to-one basis, in shares of common stock upon the reporting person's separation from service, death or change in control of HCN.

(1) These shares were previously reported as performance-based restricted stock units. As of the transaction date, the performance criteria has been satisfied. The aggregate number of shares reported represents: (a) 5,206 fully vested deferred restricted stock units and (b) 10,412 restricted stock units that vest in equal increments on April 13, 2016 and April 13, 2017 subject to the reporting person's continued service.

(2) Reflects the satisfaction of the performance conditions of the performance-based restricted stock unit award made under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan. Each performance-based restricted stock unit represents the right to receive one share of common stock upon settlement. These restricted stock units are shown in Table I. Settlement in shares of common stock is automatically deferred until separation from service, death or change in control of HCN.

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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