

VENTAS INC
Form 4
July 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PASQUALE DOUGLAS M

(Last) (First) (Middle)

353 N. CLARK STREET, SUITE 3300

(Street)

CHICAGO,, IL 60654

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2012

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---|--------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 06/28/2012 | | M | | | 10,000 | A | \$ 48.6 | 99,297 | D | |
| Common Stock | 06/28/2012 | | F | | | 8,858 (1) | D | \$ 61.85 | 90,439 | D | |
| Common Stock | 06/29/2012 | | M | | | 10,000 | A | \$ 48.6 | 100,439 | D | |
| Common Stock | 06/29/2012 | | F | | | 8,773 (2) | D | \$ 63.12 | 91,666 | D | |
| Common Stock | 07/01/2012 | | F | | | 7,906 (3) | D | \$ 63.12 | 83,760 | 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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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option (Right to Buy) | \$ 48.6 | 06/28/2012 | | M | 10,000 | 12/31/2011 ⁽⁴⁾ 02/15/2021 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 48.6 | 06/29/2012 | | M | 10,000 | 12/31/2011 ⁽⁴⁾ 02/15/2021 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PASQUALE DOUGLAS M 353 N. CLARK STREET, SUITE 3300 CHICAGO,, IL 60654 | | X | | |

Signatures

Douglas M. Pasquale, By: T. Richard Riney, Attorney-in-Fact 07/02/2012

__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).

- (1) Represents shares withheld to cover the exercise price and taxes due in connection with the exercise of stock options on June 28, 2012.
- (2) Represents shares withheld to cover the exercise price and taxes due in connection with the exercise of stock options on June 29, 2012.
- (3) Represents shares withheld to pay the taxes on the vesting of restricted stock units granted by Nationwide Health Properties, Inc. ("NHP") on February 15, 2011 and assumed by Issuer in connection with its acquisition of NHP on July 1, 2011.
- (4) These options were assumed by Issuer in connection with its acquisition of NHP on July 1, 2011 and vested on December 31, 2011.
- (5) Represents total number of unexercised stock options held by the Reporting Person as of July 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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