

VENTAS INC  
Form 4  
December 16, 2014

**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 \*  
SCHWEINHART RICHARD A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
10350 ORMSBY PARK PLACE, SUITE 300  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2014

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Senior Advisor to the CEO

LOUISVILLE,, KY 40223

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	Price	
Common Stock	12/12/2014		M		82,140	A \$ 41.54	222,768.234 D
Common Stock	12/12/2014		M		39,823	A \$ 28.96	262,591.234 D
Common Stock	12/12/2014		M		28,816	A \$ 44.56	291,407.234 D
Common Stock	12/12/2014		S <sup>(1)</sup>		150,779	D \$ 74.818	140,628.234 D
Common Stock							1,605 I By IRA

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)
Stock Option (Right to Buy)	\$ 41.54	12/12/2014		M	82,140	01/22/2008 <sup>(2)</sup> 01/22/2018	Common Stock 82,140
Stock Option (Right to Buy)	\$ 28.96	12/12/2014		M	39,823	01/21/2009 <sup>(3)</sup> 01/21/2019	Common Stock 39,823
Stock Option (Right to Buy)	\$ 44.56	12/12/2014		M	28,816	01/20/2010 <sup>(4)</sup> 01/20/2020	Common Stock 28,816

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWEINHART RICHARD A 10350 ORMSBY PARK PLACE SUITE 300 LOUISVILLE,, KY 40223				Senior Advisor to the CEO

## Signatures

Richard A. Schweinhart, By: T. Richard Riney, 12/16/2014  
Attorney-In-Fact

    \*\*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).

On December 12, 2014, 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 in Table I. The price reported in column 4 is a weighted average price. These shares were

- (1) sold by the Reporting Person in multiple transactions at prices ranging from \$74.42 to \$75.15, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of 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 (1).
- (2) These options were part of a previously reported grant of 82,140 on January 22, 2008 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 22, 2008.
- (3) These options were part of a previously reported grant of 39,823 on January 21, 2009 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 21, 2009.
- (4) These options were part of a previously reported grant of 28,816 on January 20, 2010 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 20, 2010.
- (5) As of December 12, 2014, Reporting Person owns options to purchase an aggregate of 160,435 shares of Issuer's common stock.

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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