

VENTAS INC  
Form 4  
August 04, 2016

**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 \*  
Cobb John D.

(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)  
08/02/2016

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)  
EVP, Chief Investment Off.

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	08/02/2016		M		8,066 A \$ 46.62	66,256	D
Common Stock	08/02/2016		S		8,066 (1) (2) D \$ 74.865	58,190	D
Common Stock	08/02/2016		M		31,934 A \$ 51.85	90,124	D
Common Stock	08/02/2016		S		31,934 (1) (2) D \$ 74.865	58,190	D
Common Stock	08/02/2016		S		20,000 (1) (3) D \$ 75.4159	38,190 (4)	D

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 46.62	08/02/2016		M	8,066	03/09/2013 <sup>(5)</sup>	03/09/2022	Common Stock	8,066
Stock Option (Right to Buy)	\$ 51.85	08/02/2016		M	31,934	01/29/2014 <sup>(6)</sup>	01/29/2024	Common Stock	31,934
Stock Option (Right to Buy)	\$ 73.71	08/03/2016		A	31,004 <sup>(7)</sup>	08/03/2016 <sup>(8)</sup>	08/03/2026	Common Stock	31,004

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cobb John D. 353 N. CLARK STREET, SUITE 3300 CHICAGO,, IL 60654			EVP, Chief Investment Off.	

## Signatures

John D. Cobb, By: T. Richard Riney,  
Attorney-In-Fact

08/04/2016

\_\_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) On August 2, 2016, 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 sold by the Reporting Person in multiple transactions at prices ranging from \$74.32 to \$75.26, 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 (2).
- (2) The price reported in column 4 is a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$75.26 to \$76.20, 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 (3).
- (3) Includes 4,481 shares that are held jointly with spouse.
- (4) These options were part of a previously reported grant by the Issuer to the Reporting Person which vested in three equal annual installments beginning March 9, 2013.
- (5) These options were part of a previously reported grant by the Issuer to the Reporting Person which vested in three equal annual installments beginning January 29, 2014.
- (6) Stock options granted by Issuer pursuant to the Ventas, Inc. 2012 Incentive Plan.
- (7) These options vest one-third on the date of grant, one-third on January 27, 2017 and one-third on January 27, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.