

CAFARO DEBRA A
Form 4
December 12, 2005

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 *
CAFARO DEBRA 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

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)

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

LOUISVILLE,, KY 40223

(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	(A) or (D)	Price
Common Stock	12/08/2005		M		49,658	A	\$ 12.06
Common Stock	12/08/2005		S(1)(2)		100	D	\$ 31.67
Common Stock	12/08/2005		S(1)(2)		2,200	D	\$ 31.68
Common Stock	12/08/2005		S(1)(2)		400	D	\$ 31.7
Common Stock	12/08/2005		S(1)(2)		400	D	\$ 31.71

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Common Stock	12/08/2005	<u>S(1)(2)</u>	100	D	\$ 31.72	562,499	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	2,100	D	\$ 31.74	560,399	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	500	D	\$ 31.75	559,899	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	1,000	D	\$ 31.77	558,899	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	400	D	\$ 31.78	558,499	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	500	D	\$ 31.79	557,999	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	4,458	D	\$ 31.8	553,541	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	200	D	\$ 31.83	553,341	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	600	D	\$ 31.84	552,741	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	1,400	D	\$ 31.85	551,341	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	1,000	D	\$ 31.86	550,341	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	200	D	\$ 31.87	550,141	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	600	D	\$ 31.88	549,541	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	600	D	\$ 31.89	548,941	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	5,500	D	\$ 31.9	543,441	D
Common Stock	12/02/2005	<u>S(1)(2)</u>	600	D	\$ 31.91	542,841	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	200	D	\$ 31.92	542,641	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	100	D	\$ 31.93	542,541	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	2,500	D	\$ 31.94	540,041	D
Common Stock	12/08/2005	<u>S(1)(2)</u>	9,000	D	\$ 31.95	531,041	D
	12/08/2005	<u>S(1)(2)</u>	5,800	D		525,241	D

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Common Stock					\$		
					31.96		
Common Stock	12/08/2005		S ⁽¹⁾⁽²⁾	1,900	D	\$	523,341
						31.97	D
Common Stock	12/02/2005		S ⁽¹⁾⁽²⁾	4,300	D	\$	519,041
						31.98	D
Common Stock	12/08/2005		S ⁽¹⁾⁽²⁾	3,000	D	\$	516,041
						31.99	D

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)	\$ 12.06	12/08/2005		M	49,658	11/16/2001 ⁽³⁾ 11/16/2011	Common Stock 49,658

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAFARO DEBRA A 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE,, KY 40223	X		Chairman, President and CEO	

Signatures

Debra A. Cafaro, By: T. Richard Riney,
Attorney-In-Fact 12/12/2005

**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 November 10, 2005, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table I.
- (2) These shares are being sold pursuant to a written non-discretionary Rule 10b5-1(c) sales plan dated July 6, 2005.
- (3) These options were part of a previously reported grant of 50,000 on November 16, 2001 by the Issuer to the Reporting Person that vested in three equal installments on November 16, 2001, November 16, 2002 and November 16, 2003.
- (4) Represents total number of unexercised stock options held by Ms. Cafaro as of December 8, 2005.

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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