

Wood Brian K  
 Form 4  
 February 24, 2010

**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 \*  
 Wood Brian K

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)  
 02/22/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP-Tax

(Street)  
 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

**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	02/22/2010		M		6,550	A	\$ 25.44
Common Stock	02/22/2010		S <sup>(1)</sup>		1,550	D	\$ 45.1
Common Stock	02/22/2010		S <sup>(1)</sup>		500	D	\$ 45.12
Common Stock	02/22/2010		S <sup>(1)</sup>		100	D	\$ 45.14
Common Stock	02/22/2010		S <sup>(1)</sup>		400	D	\$ 45.15

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Common Stock	02/22/2010	S <sup>(1)</sup>	400	D	\$ 45.17	24,414.255	D	
Common Stock	02/22/2010	S <sup>(1)</sup>	600	D	\$ 45.171	23,814.255	D	
Common Stock	02/22/2010	S <sup>(1)</sup>	1,000	D	\$ 45.21	22,814.255	D	
Common Stock	02/22/2010	S <sup>(1)</sup>	500	D	\$ 45.25	22,314.255	D	
Common Stock	02/22/2010	S <sup>(1)</sup>	100	D	\$ 45.2509	22,214.255	D	
Common Stock	02/22/2010	S <sup>(1)</sup>	300	D	\$ 45.251	21,914.255	D	
Common Stock	02/22/2010	S <sup>(1)</sup>	100	D	\$ 45.2534	21,814.255	D	
Common Stock	02/22/2010	S <sup>(1)</sup>	1,000	D	\$ 45.33	20,839.857 (2)	D	
Common Stock						2,527	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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.44	02/22/2010		M	6,550	01/21/2006 <sup>(3)</sup> 01/21/2015	Common Stock	6,550

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Brian K 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE, KY 40223				SVP-Tax

## Signatures

Brian K. Wood, By: T. Richard Riney, Attorney-In-Fact	02/24/2010
__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 February 22, 2010, 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) Includes 25.602 shares acquired between January 23, 2010 and February 23, 2010 under the Ventas Employee and Director Stock Purchase Plan.
  - (3) These options were part of a previously reported grant of 6,550 on January 21, 2005 by the Issuer to the Reporting Person that vested in three equal installments on January 21, 2006, January 21, 2007 and January 21, 2008.
  - (4) Represents total number of unexercised stock options held by the Reporting Person as of February 22, 2010.

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.