

RINEY T RICHARD
Form 4
May 18, 2012

FORM 4

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

OMB APPROVAL

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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 *
RINEY T RICHARD

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

LOUISVILLE,, KY 40223

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2012

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)
EVP, Chief Admin. Off., GC

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 | 05/16/2012 | | M | | 28,492 | A | \$ 43.26 |
| Common Stock | 05/16/2012 | | M | | 60,950 | A | \$ 41.54 |
| Common Stock | 05/16/2012 | | M | | 36,938 | A | \$ 28.96 |
| Common Stock | 05/16/2012 | | M | | 20,324 | A | \$ 44.56 |
| Common Stock | 05/16/2012 | | S ⁽¹⁾⁽²⁾ | | 145,399 | D | \$ 57.8552 |
| | | | | | | | 273,051 |
| | | | | | | | 334,001 |
| | | | | | | | 370,939 |
| | | | | | | | 391,263 |
| | | | | | | | 245,864 |

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| | | | | | | | | |
|--------------|------------|----------------|-------|---|------------|---------|---|--------|
| Common Stock | 05/16/2012 | <u>S(1)(3)</u> | 1,305 | D | \$ 58,4336 | 244,559 | D | |
| Common Stock | | | | | | 1,300 | I | By IRA |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 |
| Stock Option (Right to Buy) | \$ 43.26 | 05/16/2012 | | M | 28,492 | 01/17/2007 ⁽⁴⁾ 01/17/2017 | Common Stock | 28,492 |
| Stock Option (Right to Buy) | \$ 41.54 | 05/16/2012 | | M | 60,950 | 01/22/2008 ⁽⁵⁾ 01/22/2018 | Common Stock | 60,950 |
| Stock Option (Right to Buy) | \$ 28.96 | 05/16/2012 | | M | 36,938 | 01/21/2009 ⁽⁶⁾ 01/21/2019 | Common Stock | 36,938 |
| Stock Option (Right to Buy) | \$ 44.56 | 05/16/2012 | | M | 20,324 | 01/20/2010 ⁽⁷⁾ 01/20/2020 | Common Stock | 20,324 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RINEY T RICHARD
10350 ORMSBY PARK PLACE, SUITE 300
LOUISVILLE,, KY 40223

EVP, Chief Admin. Off., GC

Signatures

T. Richard
Riney

05/18/2012

**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).

On May 16, 2012, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the

 - (1) sale of the Issuer's common stock reported on Table I. These shares are being sold pursuant to a written non-discretionary Rule 10b5-1(c) sales plan dated November 17, 2011.

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 \$57.38 to \$58.37, inclusive. Reporting Person undertakes to provide the Issuer, any security holder of the 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 \$58.38 to \$58.52, inclusive. Reporting Person undertakes to provide the Issuer, any security holder of the 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) These options were part of a previously reported grant of 28,492 on January 17, 2007 by the Issuer to the Reporting Person that vested in three equal annual installments on January 17, 2007, January 17, 2008 and January 17, 2009.
 - (4) These options were part of a previously reported grant of 60,950 on January 22, 2008 by the Issuer to the Reporting Person that vested in three equal annual installments on January 22, 2008, January 22, 2009 and January 22, 2010.
 - (5) These options were part of a previously reported grant of 36,938 on January 21, 2009 by the Issuer to the Reporting Person that vested in three equal annual installments on January 21, 2009, January 21, 2010 and January 21, 2011.
 - (6) These options were part of a previously reported grant of 30,485 on January 20, 2010 by the Issuer to the Reporting Person that vested in three equal annual installments on January 20, 2010, January 20, 2011 and January 20, 2012.
 - (7) Represents total number of unexercised stock options held by the Reporting Person as of May 16, 2012.

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.