VENTAS INC Form 4 July 02, 2012

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

NEFICIAL OWNERSHIP OF
ES

Expires:

Estimated average burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

response...

Form 5 obligations may continue. *See* Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PASQUALE DOUGLAS M Issuer Symbol VENTAS INC [VTR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title 353 N. CLARK STREET, SUITE 06/28/2012 below) 3300 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO,, IL 60654

(State)

(Zin)

(City)

(City)	(State)	(Zip) Tabl	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)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	l of (D)	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)
Common Stock	06/28/2012		Code V M	Amount 10,000	(D)	Price \$ 48.6	99,297	D	
Common Stock	06/28/2012		F	8,858 (1)	D	\$ 61.85	90,439	D	
Common Stock	06/29/2012		M	10,000	A	\$ 48.6	100,439	D	
Common Stock	06/29/2012		F	8,773 (2)	D	\$ 63.12	91,666	D	
Common Stock	07/01/2012		F	7,906 (3)	D	\$ 63.12	83,760	D	

Common Stock

4,326 I

By IRA

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 48.6	06/28/2012		M	10,000	12/31/2011(4)	02/15/2021	Common Stock	10,000
Stock Option (Right to Buy)	\$ 48.6	06/29/2012		M	10,000	12/31/2011(4)	02/15/2021	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PASQUALE DOUGLAS M 353 N. CLARK STREET, SUITE 3300 CHICAGO,, IL 60654	X					

Signatures

Douglas M. Pasquale, By: T. Richard Riney, Attorney-in-Fact

07/02/2012

**Signature of Reporting Person

Date

2 Reporting Owners

Edgar Filing: VENTAS INC - Form 4

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) Represents shares withheld to cover the exercise price and taxes due in connection with the exercise of stock options on June 28, 2012.
- (2) Represents shares withheld to cover the exercise price and taxes due in connection with the exercise of stock options on June 29, 2012.
- (3) Represents shares withheld to pay the taxes on the vesting of restricted stock units granted by Nationwide Health Properties, Inc. ("NHP") on February 15, 2011 and assumed by Issuer in connection with its acquisition of NHP on July 1, 2011.
- (4) These options were assumed by Issuer in connection with its acquisition of NHP on July 1, 2011 and vested on December 31, 2011.
- (5) Represents total number of unexercised stock options held by the Reporting Person as of July 1, 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.