## Edgar Filing: HCP, INC. - Form 4

HCP, INC.

Form 4 May 30, 200	8										
•									OMB AF	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o	<b>STATE</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								January 31, 2005 average rs per 0.5	
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 1'	7(a) of the	Public U		ling Con	npany	Act of	e Act of 1934, 7 1935 or Section 0	response		
(Print or Type F	Responses)										
FANNING ROBERT R JR Symbol				er Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)				-			(Check all applicable)			
3760 KILRO SUITE 300	OY AIRPORT	WAY,	(Month/D 05/30/20	-				X Director Officer (give below)		Owner er (specify	
			endment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
LONG BEA	CH, CA 90806	6						Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	<b>)</b> erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	med n Date, if Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	spose	d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/30/2008			S	2,850	D	\$ 34.05	53,227	D		

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

Persons who respond to the collection of 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)

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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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships					
Director	10% Owner	Officer	Other		
Х					
R.	(	05/30/20	08		
		Date			
	Х	Director 10% Owner X	Director 10% Owner Officer X R. 05/30/20		

## **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).

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.