HCP, INC. Form 4 April 28, 2008

FORM 4

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

Common

Common

Common

Stock

Stock

Stock

04/24/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * MESSMER HAROLD M JR			2. Issuer Name and Ticker or Trading Symbol HCP, INC. [HCP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (1	Middle) 3. Dat	3. Date of Earliest Transaction			(Ch	еск ин иррпсио	ic)	
		(Mon	h/Day/Year)			_X_ Director	109	% Owner	
3760 KILRO SUITE 300	`	04/24/2008			Officer (gi	ve titleOtl below)	her (specify		
	4. If A	mendment, Da	te Original		6. Individual or Joint/Group Filing(Check				
LONG DEA	CH CL 0000C	Filed(Month/Day/Year	·)			y One Reporting F More than One R		
LONG BEA	CH, CA 90806					Person			
(City)	(State)	(Zip)	able I - Non-I	Derivative S	Securities Ac	equired, Disposed	of, or Beneficia	ally Owned	
1.Title of	2. Transaction Dat	e 2A. Deemed	3.	4. Securi	ties	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execut		Execution Date	on Date, if TransactionAcquired (A) or			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed	` ′	Beneficially	(D) or	Beneficial	
		(Month/Day/Ye	ar) (Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported Transaction(s)			
					or	(Instr. 3 and 4)			
			Code V	Amount	(D) Price	(mstr. 5 and 1)			

3,000

(1)

\$0

138,400

115,800

A

Shares held

D

Ι

as 16,000 I custodian for his

children

By L.P. (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.	mannt		
									mount		
						Date Ex	Expiration	Or T:41- N			
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			Si	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer

MESSMER HAROLD M JR 3760 KILROY AIRPORT WAY, SUITE 300 X LONG BEACH, CA 90806

Signatures

Eric J. Stambol, Power of Attorney for Harold M. Messmer, Jr.

04/28/2008

**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) The restricted stock grant vests 25% each year on the anniversary of the April 24, 2008 grant.
- These shares are held by 4M Partners L.P., a limited partnership of which the reporting person and his spouse (i) are the sole general (2) partner through a limited liability company which they co-manage and (ii) own 49% of the limited partnership interest. The reporting person disclaims beneficial ownership of the HCP common stock held by the L.P. except to the extent of his pecuniary interest therein.

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.

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