## Edgar Filing: KELLMAN F SCOTT - Form 4

KELLMAN F Se Form 4											
February 07, 200									PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB	3235-0287		
Check this bo	X		VV E	asnington	, D.C. 20	549		Number: Expires:	January 31,		
if no longer subject to Section 16. Form 4 or Form 5		CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934,					2005 average urs per . 0.5				
obligations may continue <i>See</i> Instructio 1(b).	Section 17(	(a) of the l	Public U	Jtility Hol	ding Cor		of 1935 or Section				
(Print or Type Resp	onses)										
1. Name and Addre KELLMAN F S	2. Issuer Name <b>and</b> Ticker or Trading Symbol HEALTH CARE PROPERTY INVESTORS INC [HCP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
	(Last) (First) (Middle) 3. [ (Mo				3. Date of Earliest Transaction (Month/Day/Year) 02/03/2006			Director       10% Owner         Officer (give title       Other (specify below)         below)       below)         Senior Vice President-			
				4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	ransaction Date nth/Day/Year)	Execution any	Date, if	Code (Instr. 8)		(A) or of (D) 4 and 5) (A) or	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	(D) Price	. ,				
Reminder: Report o	on a separate line	e for each cl	ass of sec	curities bene	-	-	or indirectly.	oction of s	SEC 1474		
					inforn requir	nation cont ed to respo lys a currei	ained in this form and unless the fo atly valid OMB co	n are not rm	(9-02)		
	Tab					posed of, or convertible s	Beneficially Owner securities)	d			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (l	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 27.11	02/03/2006		A	42,370	<u>(1)</u>	02/03/2016	Common Stock	42,370	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
KELLMAN F SCOTT 3760 KILROY AIRPORT WAY SUITE 300 LONG BEACH, CA 90806			Senior Vice President-				
Signatures							
Alan C. Vital, Power of Attorney for F. Scott Kellman			02/07/2006				
**Signature of Reporting Pers	son		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) Restricted stock vests 20% per year commencing on the first anniversary of the grant, June 1, 2006.

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.