RHEIN PETER L Form 4 June 04, 2012

# FORM 4

### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box

Washington, D.C. 20549

3235-0287 Number:

if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* RHEIN PETER L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol HCP, INC. [HCP]

06/01/2012

(Month/Day/Year)

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director 10% Owner Other (specify Officer (give title

3760 KILROY AIRPORT WAY,

(Street)

SUITE 300

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

LONG BEACH, CA 90806

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 (9-02)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)

3. Transaction Date 3A. Deemed 1. Title of 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

## Edgar Filing: RHEIN PETER L - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	-	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	06/01/2012		<u>I(1)</u>			22,243.35	<u>(1)</u>	(1)	Common	22,243.3

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
coporting of the country requires	Director	10% Owner	Officer	Other			
RHEIN PETER L							
3760 KILROY AIRPORT WAY, SUITE 300	X						
LONG BEACH, CA 90806							

# **Signatures**

Eric J. Stambol, Power of Attorney for Peter L.

Rhein

06/04/2012

\*\*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).

Each phantom stock unit is the economic equivalent of one share of HCP common stock and is credited pursuant to HCP's Second

(1) Amended and Restated Director Deferred Compensation Plan (the "Plan"). In accordance with the Plan, the reporting person elected to transfer the phantom stock indicated above into an interest rate account under the Plan.

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.

Reporting Owners 2