Edgar Filing: HCP, INC. - Form 4

HCP, INC.													
Form 4													
April 28, 200	8												
FORM	1									-	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287				
Check this box							Expires:	January 31,					
subject to	if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSH						NERSHIP OF	·	2005				
-	Section 16. SECURITIES							Estimated a burden hou	0				
Form 4 or										response	•		
Form 5	Filed	pursuant to	Section 16	5(a) of the	ne Sec	curiti	es Ex	chang	ge Act of 1934,				
obligation may conti	Nection	17(a) of the	Public Ut	ility Hol	ding	Com	pany	Act o	f 1935 or Sectio	n			
See Instru		30(h)) of the Inv	vestment	t Com	npany	Act	of 19	40				
1(b).													
(Print or Type R	esponses)												
	ddress of Report	ing Person <u>*</u>	2. Issuer	Name an	d Tick	er or T	radin	g	5. Relationship of	f Reporting Person(s) to			
SULLIVAN JOSEPH P Symbol				-				0	Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Chec	k all applicable	e)				
(2400)	(1100)	(Initiatio)	(Month/D		ransae				X Director	10%	6 Owner		
3760 KILRC	Y AIRPORT	WAY.	04/24/20	-					Officer (give	title Oth	er (specify		
SUITE 300		,	0						below)	below)			
	(Street)		4 If Ame	ndment D	ate Ori	ioinal			6 Individual or Id	oint/Group Fili	nø(Check		
				If Amendment, Date Original led(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
			1 1100(11101	ui, 2 uj, 1 ou	-)				_X_ Form filed by (One Reporting Pe	erson		
LONG BEA	CH, CA 9080)6							Form filed by M Person	Nore than One Ro	eporting		
		(77.)							T CISOII				
(City)	(State)	(Zip)	Table	e I - Non-l	Deriva	ative S	ecurit	ties Aco	quired, Disposed of	f, or Beneficia	lly Owned		
1.Title of	2. Transaction		emed	3.		Securit			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Y	·	ion Date, if	Transact		-	· ·		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month	Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				·	Beneficially Owned		Beneficial Ownership			
		(infolial	<i>Duy</i> 10 <i>u</i>)	(instr. o)	(111.	511. 5,	i unu	5)	Following	(Instr. 4)	(Instr. 4)		
							(A)		Reported				
							(A) or		Transaction(s)				
				Code	V Am	nount	(D)	Price	(Instr. 3 and 4)				
Common Stock	04/24/2008			А	3,0 (1)	000	А	\$0	44,720	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)	3	Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SULLIVAN JOSEPH P 3760 KILROY AIRPORT WAY, SUITE 300 LONG BEACH, CA 90806	Х					
Signatures						
Eric J. Stambol, Power of Attorney for Joseph Sullivan	P.	. 04/28/2008				
**Signature of Reporting Person		D	ate			

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.

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.