

VENTAS INC
Form 4
August 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAFARO DEBRA A

(Last) (First) (Middle)
353 N. CLARK STREET, SUITE 3300
(Street)

CHICAGO,, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VENTAS INC [VTR]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | (A) or (D) | Price | | | |
| Common Stock | 08/01/2012 | | M | | 95,534 | A | \$ 28.96 | 786,886 | D | |
| Common Stock | 08/01/2012 | | S ⁽¹⁾⁽²⁾ | | 211,400 | D | \$ 67.225 | 575,486 | D | |
| Common Stock | 08/01/2012 | | S ⁽¹⁾⁽³⁾ | | 12,064 | D | \$ 67.8926 | 563,422 | D | |
| Common Stock | 08/02/2012 | | S ⁽¹⁾ | | 10,800 | D | \$ 67 | 552,622 | D | |
| Common Stock | 08/01/2012 | | M | | 30,000 | A | \$ 28.96 | 35,000 | I | By Trust |

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| | | | | | | | | |
|--------------|------------|----------------|--------|---|------------|------------------|---|----------|
| Common Stock | 08/01/2012 | <u>S(4)(5)</u> | 28,369 | D | \$ 67.2247 | 6,631 | I | By Trust |
| Common Stock | 08/01/2012 | <u>S(4)(6)</u> | 1,631 | D | \$ 67.8933 | 5,000 <u>(7)</u> | I | By Trust |

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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 28.96 | 08/01/2012 | | M | 95,534 | 01/21/2009 ⁽⁸⁾ 01/21/2019 | Common Stock | 95,534 |
| Stock Option (Right to Buy) | \$ 28.96 | 08/01/2012 | | M | 30,000 | 01/21/2009 ⁽⁸⁾ 01/21/2019 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAFARO DEBRA A 353 N. CLARK STREET, SUITE 3300 CHICAGO,, IL 60654 | X | | Chairman and CEO | |

Signatures

Debra A. Cafaro, By: T. Richard Riney,
Attorney-in-Fact

08/03/2012

**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).

(1) On August 1, 2012, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported in Table I. These shares are being sold pursuant to a written non-discretionary 10b5-1(c) sales plan dated June 29, 2012 entered into by the Reporting Person.

(2) The price reported in column 4 is a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$66.7600 to \$67.7500, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).

(3) The price reported in column 4 is a weighted average price. These shares were sold by the Reporting Person in multiple transactions at prices ranging from \$67.7600 to \$68.0186, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).

(4) On August 1, 2012, The Debra A. Cafaro Insurance Trust (the "Trust") (of which Reporting Person's spouse is the trustee) transmitted to the SEC a Form 144 covering the sale of the Issuer's common stock reported in Table I. These shares are being sold pursuant to a written non-discretionary 10b5-1(c) sales plan dated June 29, 2012 entered into by the Trust.

(5) The price reported in column 4 is a weighted average price. These shares were sold by the Trust in multiple transactions at prices ranging from \$66.7600 to \$67.7500, inclusive. The Trust undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5).

(6) The price reported in column 4 is a weighted average price. These shares were sold by the Trust in multiple transactions at prices ranging from \$67.7600 to \$68.0186, inclusive. The Trust undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6).

(7) Reporting Person disclaims beneficial ownership of these 5,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.

(8) These options were part of a previously reported grant of 173,301 on January 21, 2009 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 21, 2009.

(9) Represents total number of unexercised options held directly by the Reporting Person as of August 1, 2012.

(10) Represents total number of unexercised options held indirectly by the Reporting Person as of August 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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