VENTAS INC Form 4

December 13, 2011

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

**OMB APPROVAL** 

1(b).

(Print or Type Responses)

1. Name and Address THEOBALD TH	of Reporting Person * OMAS C	2. Issuer Name <b>and</b> Ticker or Trading Symbol VENTAS INC [VTR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (I	First) (Middle)	3. Date of Earliest Transaction	(Check an applicable)		
8 SOUND SHORE DRIVE, SUITE 285		(Month/Day/Year) 12/09/2011	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
GREENWICH,,	CT 06830	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	, , , , , , , , , , , , , , , , , , , ,			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)	
Common Stock	12/09/2011		Code V M	Amount 5,000	(D)	Price \$ 27.09	21,949.449	D		
Common Stock	12/09/2011		M	5,000	A	\$ 32.02	26,949.449	D		
Common Stock	12/09/2011		S(1)	10,000	D	\$ 53.3043	16,949.449	D		
Common Stock							3,000 (2)	I	By Trust	
Common Stock							1,000 (3)	I	By Child	

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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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.09	12/09/2011		M	5,000	01/03/2005(4)	01/03/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 32.02	12/09/2011		M	5,000	01/01/2006(5)	01/01/2016	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting of their runter reduces	Director	10% Owner	Officer	Other		
THEOBALD THOMAS C 8 SOUND SHORE DRIVE, SUITE 285 GREENWICH,, CT 06830	X					

## **Signatures**

Thomas C. Theobald, By: T. Richard Riney,
Attorney-In-Fact
12/13/2011

\*\*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)** 

Reporting Owners 2

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On December 9, 2011, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table 1. 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 \$53.29 to \$53.32, inclusive. Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).

- (2) Reporting Person disclaims beneficial ownership of these 3,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
- (3) Reporting Person disclaims beneficial ownership of these 1,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
- (4) These options were part of a previously reported grant of 5,000 on January 3, 2005, by the Issuer to the Reporting Person that vested in two equal installments on January 3, 2005 and January 3, 2006.
- (5) These options were part of a previously reported grant of 5,000 on January 1, 2006, by the Issuer to the Reporting Person that vested in two equal installments on January 1, 2006 and January 1, 2007.
- (6) Represents total number of unexercised stock options held by the Reporting Person as of December 9, 2011.

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.