

NATIONWIDE HEALTH PROPERTIES, LLC

Form 4

July 06, 2011

FORM 4

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

OMB APPROVAL

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Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PASQUALE DOUGLAS M

2. Issuer Name and Ticker or Trading Symbol
NATIONWIDE HEALTH PROPERTIES, LLC [NHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
610 NEWPORT CENTER DRIVE,
SUITE 1150

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

NEWPORT BEACH, CA 92660

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹²⁾ | 07/01/2011 | | A | | 124,129 | A | (12) 583,468.5 |
| Common Stock ⁽¹⁾ | 07/01/2011 | | F | | 57,941 | D | \$ 42.27 525,527.5 |
| Common Stock ⁽²⁾ | 07/01/2011 | | D | | 158,365.54 | D | (2) 367,161.96 |
| Common Stock ⁽¹¹⁾ | 07/01/2011 | | D | | 32,300 | D | (11) 334,861.96 |
| Common Stock ⁽³⁾ | 07/01/2011 | | D | | 334,861.96 | D | (3) 0 |

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| | | | | | | | | | |
|-----------------------------|------------|--|---|-------|---|-------------|---|---|--------------------------------|
| Common Stock <u>(13)</u> | 07/01/2011 | | D | 5,500 | D | <u>(13)</u> | 0 | I | By Wives' IRA <u>(4)</u> |
|-----------------------------|------------|--|---|-------|---|-------------|---|---|--------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Number Shares | |
|--|--|---|---|--------------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Options - Right to Buy <u>(5)</u> | \$ 18.48 | 07/01/2011 | | D | 1,233 | 11/03/2006 11/03/2013 | Common Stock | 1,233 | |
| Employee Stock Options - Right to Buy <u>(6)</u> | \$ 18.48 | 07/01/2011 | | D | 23,767 | 11/03/2006 11/03/2014 | Common Stock | 23,767 | |
| Employee Stock Options - Right to Buy <u>(7)</u> | \$ 21.29 | 07/01/2011 | | D | 48,000 | 10/19/2007 10/19/2015 | Common Stock | 48,000 | |
| Employee Stock Options - Right to Buy <u>(8)</u> | \$ 25.4 | 07/01/2011 | | D | 63,597 | <u>(8)</u> 02/10/2019 | Common Stock | 63,597 | |
| Employee Stock Options - Right to Buy <u>(9)</u> | \$ 31.97 | 07/01/2011 | | D | 114,200 | <u>(9)</u> 02/09/2020 | Common Stock | 114,200 | |

Employee

Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|---------|-------------|------------|-----------------|-------|
| Options - | \$ 38.23 | 07/01/2011 | D | 108,900 | <u>(10)</u> | 02/15/2021 | Common Stock | 108,9 |
| Right to Buy <u>(10)</u> | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PASQUALE DOUGLAS M 610 NEWPORT CENTER DRIVE, SUITE 1150 NEWPORT BEACH, CA 92660 | X | | President & CEO | |

Signatures

/s/ William Wagner,
attorney-in-fact

07/06/2011

__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) Shares withheld to cover tax withholding due in connection with the vesting of performance shares.
- (2) Immediately prior to the Effective Time (as defined in the Agreement and Plan of Merger (the "Merger Agreement"), dated February 27, 2011, by and among Ventas, Inc., Needles Acquisition LLC and Nationwide Health Properties, Inc.), 158,365.54 restricted stock units became fully vested and any restrictions with respect thereto lapsed. At the Effective Time, such shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$6,630,592.35.
- (3) At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive 263,402 shares of common stock of Ventas, Inc. having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.
- (4) The reporting person disclaims beneficial ownership of these shares held indirectly by such reporting person's wife.
- (5) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$28,838.52 (equal to the difference between the VWAP (as defined in the Merger Agreement) of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).
- (6) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$555.884.20 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).
- (7) At the Effective Time, these stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$987,787.62 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).
- (8) Immediately prior to the Effective Time, 33,767 stock options became fully vested and any restrictions with respect thereto lapsed. At the Effective Time, such options and 29,830 previously vested options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$1,047,373.19 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).
- (9) Immediately prior to the Effective Time, 76,133 stock options became fully vested and any restrictions with respect thereto lapsed. At the Effective Time, such options and 38,067 previously vested options were cancelled pursuant to the Merger Agreement in exchange for the right to receive a cash payment of \$1,130,455.39 (equal to the difference between the VWAP of Ventas, Inc. common stock and the exercise price of the stock options multiplied by the number of stock options).

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(10) At the Effective Time, 108,900 stock options were cancelled pursuant to the Merger Agreement in exchange for the right to receive 85,660 options to purchase shares of common stock of Ventas, Inc. with an exercise price of \$48.60 per share. The stock options will become exercisable as follows: 28,554 on 02/15/2012; 28,553 on 02/15/2013; and 28,553 on 02/15/2014.

(11) At the Effective Time, 32,300 restricted stock units were cancelled pursuant to the Merger Agreement in exchange for the right to receive 25,407 restricted stock units of Ventas, Inc. The restricted stock units will vest as follows: 8,469 on 02/15/2012; 8,469 on 02/15/2013 and 8,469 on 02/15/2014.

(12) Shares delivered in connection with the vesting of performance shares.

(13) At the Effective Time, these shares were cancelled pursuant to the Merger Agreement in exchange for the right to receive 4,326 shares of common stock of Ventas, Inc. having a market value of \$53.74 per share, based on the closing price of Ventas, Inc. common stock on July 1, 2011.

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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