

HEALTH CARE REIT INC /DE/
Form 4
January 23, 2008

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

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 *
DONAHUE JEFFREY H

2. Issuer Name and Ticker or Trading Symbol
HEALTH CARE REIT INC /DE/ [HCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O HEALTH CARE REIT, INC., ONE SEAGATE, SUITE 1500

01/21/2008

(Street)

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

TOLEDO, OH 43604

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 01/22/2008 | | M | A | \$ 0 (1) | 17,808 | D |
| Common Stock | 01/23/2008 | | M | A | \$ 0 (2) | 18,447 | D |
| Common Stock | | | | | | 100 | I SEP (3) |

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

SEC 1474 (9-02)

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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Deferred Stock Units | \$ 0 ⁽⁴⁾ | 01/21/2008 | | A | 1,715 | 01/21/2009 ⁽⁴⁾ 01/21/2011 ⁽⁴⁾ | Common 1,715 |
| Deferred Stock Units | \$ 0 ⁽⁵⁾ | 01/22/2008 | | M | 511 | 01/22/2008 ⁽⁵⁾ 01/22/2010 ⁽⁵⁾ | Common 511 |
| Deferred Stock Units | \$ 0 ⁽⁶⁾ | 01/23/2008 | | M | 639 | 01/23/2008 ⁽⁶⁾ 01/23/2009 ⁽⁶⁾ | Common 639 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DONAHUE JEFFREY H C/O HEALTH CARE REIT, INC. ONE SEAGATE, SUITE 1500 TOLEDO, OH 43604 | | X | | |

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Jeffrey H. Donahue 01/23/2008

__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) The reported transaction was a vesting of 511 deferred stock units on January 22, 2008, resulting in the issuance of 511 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(2)

Edgar Filing: HEALTH CARE REIT INC /DE/ - Form 4

The reported transaction was a vesting of 639 deferred stock units on January 23, 2008, resulting in the issuance of 639 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

(3) MLPF&S Cust. FPO Jeffrey H. Donahue SEP FBO Jeffrey H. Donahue.

The deferred stock units were granted without cash consideration on January 21, 2008 under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Health Care REIT, Inc. at the time of vesting of the unit. The deferred stock units vest in three installments, with 572 units vesting on January 21 of each 2009 and 2010 and 571 units vesting on January 21, 2011.

(4) The deferred stock units were granted without cash consideration on January 22, 2007 under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Health Care REIT, Inc. at the time of vesting of the unit. The deferred stock units vest in three installments, with 511 units having vested on January 22, 2008 and 510 units vesting on January 22 of each of 2009 and 2010.

(5) The deferred stock units were granted without cash consideration on January 23, 2006 under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Health Care REIT, Inc. at the time of vesting of the unit. The deferred stock units vest in three installments, with 640 units having vested on January 23, 2007, 639 units having vested on January 23, 2008 and 639 units vesting on January 23, 2009.

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.