HEALTH CARE REIT INC /DE/

Form 4

January 29, 2010

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

OMB Number:

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0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

GRUA PETER J

(Last)

(City)

Symbol

(Check all applicable)

HEALTH CARE REIT INC /DE/

[HCN]

(First) (Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title

(Month/Day/Year)

(Zip)

01/28/2010

below)

Other (specify

C/O HEALTH CARE REIT.

INC., ONE SEAGATE, SUITE 1500 (Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

TOLEDO, OH 43604

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned (Instr. 4) (Instr. 4) Following Reported

D

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common \$0 01/29/2010 676 M A 1,758 (1) Stock

Common 20,518 I LLC (2) Stock

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

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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)	4. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ive Date ies (Month/Day/Year) ed (A) osed of		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Deferred Stock Units	\$ 0 (3)	01/28/2010	A	1,733		01/28/2011(3)	01/28/2013(3)	Common	1,7 <u>(</u> 1
Deferred Stock Units	\$ 0 (4)	01/29/2010	M		676	01/29/2010(4)	01/29/2010(4)	Common	676

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GRUA PETER J C/O HEALTH CARE REIT, INC. ONE SEAGATE, SUITE 1500 TOLEDO, OH 43604	X						

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Peter J.
Grua
01/29/2010

**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 676 deferred stock units on January 29, 2010, resulting in the issuance of 676 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- (2) Front Garden Investment LLC.
- These deferred stock units were granted without cash consideration on January 28, 2010 under the Amended and Restated 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. These deferred stock units vest in three installments, with 578 units vesting on January 28 of each of 2011 and 2012 and 577 units vesting on January 28, 2013.
- (4) These deferred stock units were granted without cash consideration on January 29, 2009 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

Reporting Owners 2

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the time of vesting of the unit. These deferred stock units vest in three installments, with 676 units having vested on January 29, 2010, 676 units vesting on January 29, 2011 and 675 units vesting on January 29, 2012.

Includes (i) 571 deferred stock units granted on January 21, 2008 that vest on January 21, 2011, (ii) 1,351 deferred stock units granted on January 29, 2009, with 676 units vesting on January 29, 2011 and 675 units vesting on January 29, 2012; and (iii) 1,733 deferred stock units granted on January 28, 2010 with 578 units vesting on January 28 of each of 2011 and 2012 and 577 units vesting on January 28, 2013.

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.