

HEALTH CARE REIT INC /DE/
Form 4
June 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
HERMAN CHARLES J JR

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)
4500 DORR STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP & Chief Investment Officer

TOLEDO, OH 43615
(City) (State) (Zip)

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

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	06/01/2011		M		1,720	A	\$ 36.5	38,019	D	
Common Stock	06/01/2011		M		6,745	A	\$ 45.73	44,764	D	
Common Stock	06/01/2011		M		8,438	A	\$ 40.83	53,202	D	
Common Stock	06/01/2011		M		7,887	A	\$ 37	61,089	D	
Common Stock	06/01/2011		M		4,756	A	\$ 43.29	65,845	D	

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Common Stock	06/01/2011	S	29,546	D	\$ 52.5098	36,299	D	
Common Stock						36,739	I	LLC <u>(1)</u>

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)	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy)	\$ 36.5	06/01/2011		M	1,720	01/15/2007 ⁽²⁾	01/23/2016	Common	3,803 ⁽²⁾
Option (Right to Buy)	\$ 45.73	06/01/2011		M	6,745	01/15/2008 ⁽⁴⁾	01/22/2017	Common	11,279 ⁽⁴⁾
Option (Right to Buy)	\$ 40.83	06/01/2011		M	8,438	01/15/2009 ⁽⁵⁾	01/21/2018	Common	21,166 ⁽⁵⁾
Option (Right to Buy)	\$ 37	06/01/2011		M	7,887	01/15/2011 ⁽⁶⁾	01/29/2019	Common	31,547 ⁽⁶⁾
Option (Right to Buy)	\$ 43.29	06/01/2011		M	4,756	01/15/2011 ⁽⁷⁾	01/28/2020	Common	23,776 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HERMAN CHARLES J JR
4500 DORR STREET
TOLEDO, OH 43615

EVP & Chief Investment Officer

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Charles J.
Herman, Jr.

06/02/2011

__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) The shares are held by an Ohio limited liability company for which the reporting person is the sole manager and, as trustee for a revocable trust of the reporting person, the sole member.

(2) Options for the purchase of 10,684 shares of common stock at \$36.50 per share were granted to Mr. Herman on January 23, 2006, which grant has previously been reported. The partial exercise of these options for the purchase of 6,881 shares has previously been reported. Of the remaining options, options for the purchase of 417 shares vested January 15 of each of 2007, 2008 and 2009, options for the purchase of 416 shares vested on January 15, 2010 and options for the purchase of 2,136 shares vested on January 15, 2011.

(3) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

(4) Options for the purchase of 11,279 shares of common stock at \$45.73 per share were granted to Mr. Herman on January 22, 2007, which grant has previously been report. Options for the purchase of 2,257 shares vested on January 15, 2008, options for the purchase of 2,256 shares vested on January 15 of each of 2009 and 2010, options for the purchase of 2,255 shares vested on January 15, 2011 and options for the purchase of 2,255 shares will vest on January 15, 2012.

(5) Options for the purchase of 25,386 shares of common stock at \$40.83 per share were granted to Mr. Herman on January 21, 2008, which grant has previously been reported. The partial exercise of these options for the purchase of 4,220 shares has previously been reported. Of the remaining options, options for the purchase of 858 shares vested on January 15, 2009, options for the purchase of 5,077 shares vested on January 15 of each of 2010 and 2011 and options for the purchase of 5,077 shares will vest on January 15 of each of 2012 and 2013.

(6) Options for the purchase of 39,434 shares of common stock at \$37.00 per share were granted to Mr. Herman on January 29, 2009, which grant has previously been reported. The partial exercise of these options for the purchase of 7,887 shares has previously been reported. Of the remaining options, options for the purchase of 7,887 shares vested on January 15, 2011 and options for the purchase of 7,887 shares will vest on January 15 of each of 2012 and 2013 and options for the purchase of 7,886 shares will vest on January 15, 2014.

(7) Options for the purchase of 23,776 shares of common stock at \$43.29 per share were granted to Mr. Herman on January 28, 2010, which grant has previously been reported. Options for the purchase of 4,756 shares vested on January 15, 2011 and options for the purchase of 4,755 shares will vest on January 15 of each of 2012, 2013, 2014 and 2015.

(8) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

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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