

HEALTH CARE REIT INC /DE/
Form 4
February 02, 2012

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)
01/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/31/2012		A	1,695 (1) A \$ 0 (1)	48,350	D	
Common Stock	01/31/2012		M	4,797 (2) A \$ 0 (2)	53,147	D	
Common Stock	01/31/2012		F	558 (3) D \$ 57.21	52,589	D	
Common Stock	01/31/2012		F	1,605 (4) D \$ 57.21	50,984	D	
Common Stock					36,739	I	LLC (5)

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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 (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)	Amount or Number of Shares
Deferred Stock Units	\$ 0 ⁽⁶⁾	01/31/2012		M	4,797	01/31/2012 ⁽⁶⁾ 01/31/2012 ⁽⁶⁾	Common	4,797 ⁽²⁾

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. 02/02/2012

__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).
- The reported transaction was the satisfaction of a performance contingency applicable to 1,695 performance shares granted without cash consideration on January 27, 2011 under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan. No amount was payable in connection with the vesting or the common stock issuance.
- (1) consideration on January 27, 2011 under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan. No amount was payable in connection with the vesting or the common stock issuance.
 - (2) The reported transaction was a vesting of 4,797 deferred stock units on January 31, 2012, resulting in the issuance of 4,797 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
 - (3) Tax withholding in shares of common stock on 1,695 performance shares granted on January 27, 2011, which grant vested on January 31, 2012.

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- (4) Tax withholding in shares of common stock on 4,797 deferred stock units granted on January 26, 2012, which grant vested on January 31, 2012.
- (5) 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.

- These deferred stock units were granted without cash consideration on January 26, 2012 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 four installments with 4,797 units having vested on January 31, 2012 and 4,797 units vesting on January 31 of each of 2015, 2016 and 2017.
- (6)

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.