

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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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 \*  
Miller 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)  
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-Operations & Gen. Counsel

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	1,356 (1) A \$ 0 (1)	65,266	D	
Common Stock	01/31/2012		M	4,361 (2) A \$ 0 (2)	69,627	D	
Common Stock	01/31/2012		F	448 (3) D \$ 57.21	69,179	D	
Common Stock	01/31/2012		F	1,441 (4) D \$ 57.21	67,738	D	
Common Stock	02/01/2012		M	2,000 A \$ 37	69,738	D	

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Common Stock      02/01/2012      S<sup>(5)</sup>      2,100      D      \$ 57.38      67,638      D

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 displays a currently valid OMB control number.**      SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Deferred Stock Units	\$ 0 <sup>(6)</sup>	01/31/2012		M	4,361	01/31/2012 <sup>(6)</sup> 01/31/2012 <sup>(6)</sup>	Common	4,361 <sup>(2)</sup>
Option (Right to Buy)	\$ 37	02/01/2012		M	2,000	01/15/2012 <sup>(7)</sup> 01/29/2019	Common	20,200 <sup>(7)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Jeffrey H 4500 DORR STREET TOLEDO, OH 43615			EVP-Operations & Gen. Counsel	

## Signatures

By: Erin C. Ibele Attorney-in-Fact For: Jeffrey H. Miller      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).

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- (1) The reported transaction was the satisfaction of a performance contingency applicable to 1,356 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.
- (2) The reported transaction was a vesting of 4,361 deferred stock units on January 31, 2012, resulting in the issuance of 4,361 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 1,356 performance shares granted on January 27, 2011, which grant vested on January 31, 2012.
- (4) Tax withholding in shares of common stock on 4,361 deferred stock units granted on January 26, 2012, which grant vested on January 31, 2012.
- (5) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated September 19, 2011.  
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 4,361 units having vested on January 31, 2012, 4,361 units vesting on January 31 of each of 2015 and 2016 and 4,360 units vesting on January 31, 2017.
- (6) Options for the purchase of 33,813 shares of common stock at \$37.00 per share were granted to Mr. Miller on January 29, 2009, which grant has previously been reported. The partial exercise of these options for the purchase of 13,526 shares has previously been reported.
- (7) Of the remaining options, options for the purchase of 6,763 shares vested on January 15, 2012 and options for the purchase of 6,762 shares will vest on January 15 of each of 2013 and 2014.
- (8) The options were granted under the 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. 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.