

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 *
CHAPMAN GEORGE L

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)
Chairman, CEO and President

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 Price (D)		
Common Stock	01/31/2012		A		2,373 (1) \$ 0 (1)	D	
Common Stock	01/31/2012		M		13,083 (2) \$ 0 (2)	D	
Common Stock	01/31/2012		A		17,480 (3) \$ 0 (3)	D	
Common Stock	01/31/2012		F		1,001 (4) \$ 57.21	D	
Common Stock	01/31/2012		F		5,521 (5) \$ 57.21	D	
	01/31/2012		F			D	304,816.5149

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 the satisfaction of a performance contingency applicable to 2,373 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 13,083 deferred stock units on January 31, 2012, resulting in the issuance of 13,083 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- (3) The shares were granted without cash consideration as shares of restricted stock under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan.
- (4) Tax withholding in shares of common stock on 2,373 performance shares granted on January 27, 2011, which grant vested on January 31, 2012.
- (5) Tax withholding in shares of common stock on 13,083 deferred stock units granted on January 26, 2012, which grant vested on January 31, 2012.
- (6) Tax withholding in shares of common stock on 17,480 shares of restricted stock granted on January 31, 2012, which grant vested on January 31, 2012.
- (7) The shares covered by this Form 4 have been acquired pursuant to a Rule 10b5-1 Sales Plan dated November 14, 2011, which is intended to comply with Rule 10b5-1.
- (8) George L. Chapman III SSB IRA Rollover Custodian.
- (9) 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 13,083 units having vested on January 31, 2012 and 13,082 units vesting on January 31 of each of 2015, 2016 and 2017.
- (10) Options for the purchase of 11,599 shares of common stock at \$34.88 per share were granted to Mr. Chapman on January 24, 2005, which grant has previously been reported. The partial exercise of these options for the purchase of 5,867 shares has previously been reported. Of the remaining options, options for the purchase of 1,433 shares vested on January 15 of each of 2007, 2008, 2009 and 2010.
- (11) The options were granted under the Health Care REIT, Inc. 1995 Stock Incentive Plan and had no acquisition price.

Remarks:

The shares covered by this Form 4 have been acquired pursuant to a Rule 10b5-1 Sales Plan dated November 14, 2011, which

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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