HEALTH CARE REIT INC /DE/

Form 4

February 02, 2012

FORM 4

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

OMB APPROVAL

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31,

0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

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

2. Issuer Name and Ticker or Trading

SECURITIES

30(h) of the Investment Company Act of 1940

may continue.

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

01/31/2012

CHAPMAN GEORGE L			Symbol HEALTH CARE REIT INC /DE/ [HCN]				DE/	Issuer (Check all applicable)		
(Last) 4500 DOR	(First) R STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2012					X Director 10% Owner X Officer (give title Other (specify below)		
TOLEDO,	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	Tak	da I. Nami	Daul4!	C	:4: A	Person	De: .: all	les Oesses d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Date 2A. Deemed		3.	4. Securit on(A) or Dis (Instr. 3,	ies Ac sposed	quired of (D)	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)
Common Stock	01/31/2012			A	2,373 (1)	A	\$ 0 (1)	288,151.5149	D	
Common Stock	01/31/2012			M	13,083 (2)	A	\$ 0 (2)	301,234.5149	D	
Common Stock	01/31/2012			A	17,480 (3)	A	\$ 0 (3)	318,714.5149	D	
Common Stock	01/31/2012			F	1,001 (4)	D	\$ 57.21	317,713.5149	D	
Common Stock	01/31/2012			F	5,521 (5)	D	\$ 57.21	312,192.5149	D	

F

D

304,816.5149

D

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Common Stock			7,376 (6)		\$ 57.21			
Common Stock	02/01/2012	M <u>(7)</u>	2,866	A	\$ 34.88	307,682.5149	D	
Common Stock						13,644.2604	I	IRA (8)

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. 5. Number of Transactio Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable Date (Month/Day/Year)	7. Title and Amo Underlying Secur (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Deferred Stock Units	\$ 0 (9)	01/31/2012		M		13,083	01/31/2012(9)	01/31/2012(9)	Common	13
Option (Right to Buy)	\$ 34.88	02/01/2012		M		2,866	01/15/2007(10)	01/24/2015	Common	5

Reporting Owners

Reporting Owner Name / Address	Relationships							
roporous o man round, raun ess	Director	10% Owner	Officer	Other				
CHAPMAN GEORGE L 4500 DORR STREET TOLEDO, OH 43615	X		Chairman, CEO and President					
Signatures								

By: Erin C. Ibele Attorney-in-Fact For: George L. Chapman

**Signature of Reporting Person Date

Reporting Owners 2

02/02/2012

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 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.
- 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.
- 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. 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.