

HERMAN CHARLES J JR
Form 4
March 11, 2013

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)
03/07/2013

____ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/07/2013		M	A	\$ 40.83 62,511	D	
Common Stock	03/07/2013		M	A	\$ 37 70,398	D	
Common Stock	03/07/2013		M	A	\$ 43.29 75,153	D	
Common Stock	03/07/2013		M	A	\$ 49.17 79,147	D	
Common Stock	03/07/2013		S	D	\$ 65.125 59,883	D	

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Common Stock 03/11/2013 S⁽¹⁾ 833 D \$ 65.187 38,490 I LLC ⁽²⁾

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 40.83	03/07/2013		M	2,628	01/15/2013 ⁽³⁾ 01/21/2018	Common 5,077 ⁽³⁾
Option (Right to Buy)	\$ 37	03/07/2013		M	7,887	01/15/2013 ⁽⁵⁾ 01/29/2019	Common 15,773 ⁽⁵⁾
Option (Right to Buy)	\$ 43.29	03/07/2013		M	4,755	01/15/2013 ⁽⁶⁾ 01/28/2020	Common 14,265 ⁽⁶⁾
Option (Right to Buy)	\$ 49.17	03/07/2013		M	3,994	01/15/2013 ⁽⁸⁾ 01/27/2021	Common 15,976 ⁽⁸⁾

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.

03/11/2013

__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 have been sold pursuant to a Rule 10b5-1 Sales Plan dated November 20, 2012.
- (2) 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.

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 20,309 shares has previously been reported. Of the remaining options, options for the purchase of 5,077 shares vested on January 15, 2013.
- (3) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

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 23,661 shares has previously been reported. Of the remaining options, options for the purchase of 7,887 shares vested on January 15, 2013 and options for the purchase of 7,886 shares will vest on January 15, 2014.
- (4) 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. The partial exercise of these options for the purchase of 9,511 shares has previously been reported. Of the remaining options, options for the purchase of 4,755 shares vested on January 15, 2013 and options for the purchase of 4,755 shares will vest on January 15 of each of 2014 and 2015.
- (5) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

Options for the purchase of 19,971 shares of common stock at \$49.17 per share were granted to Mr. Herman on January 27, 2011, which grant has previously been reported. The partial exercise of these options for the purchase of 3,995 shares has previously been reported. Of the remaining options, options for the purchase of 3,994 shares vested on January 15, 2013 and options for the purchase of 3,994 shares will vest on January 15 of each of 2014, 2015 and 2016.
- (6) (8)

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.