

HEALTH CARE REIT INC /DE/
Form 4
December 12, 2014

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 *
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)
12/08/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Pres, Srs. Hous/Post Acute

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 (D) Price			
Common Stock	12/10/2014		S ⁽¹⁾	1,000 D \$ 76.0265	39,096	I	LLC ⁽²⁾
Common Stock	12/10/2014		J	12,000 D \$ 0 ⁽³⁾	27,096	I	LLC ⁽²⁾
Common Stock	12/10/2014		J	12,000 A \$ 0 ⁽³⁾	53,975	D	
Common Stock	12/10/2014		M	2,449 A \$ 40.83	56,424	D	
Common Stock	12/10/2014		M	2,702 A \$ 37	59,126	D	

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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 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)	Amount or Number of Shares
Option (Right to Buy)	\$ 40.83	12/10/2014		M	2,449	01/15/2013 ⁽⁴⁾ 01/21/2018	Common	2,449 ⁽⁴⁾
Option (Right to Buy)	\$ 37	12/10/2014		M	2,702	01/15/2014 ⁽⁶⁾ 01/29/2019	Common	7,886 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERMAN CHARLES J JR 4500 DORR STREET TOLEDO, OH 43615			EVP/Pres, Srs. Hous/Post Acute	

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Charles J. Herman, Jr. 12/12/2014

**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 covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated December 20, 2013.
- (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.

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- (3) The shares were transferred from the Ohio limited liability company described in footnote 2 to the individual account of Charles J. Herman, Jr. No amount was paid in connection with this transfer.
- 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
- (4) grant has previously been reported. The partial exercise of these options for the purchase of 22,937 shares has previously been reported. Of the remaining options, options for the purchase of 2,449 shares vested on January 15, 2013.
- (5) 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
- (6) grant has previously been reported. The partial exercise of these options for the purchase of 31,548 shares has previously been reported. Of the remaining options, options for the purchase of 7,886 shares vested on January 15, 2014.

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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