HEALTH CARE REIT INC /DE/

Form 4

January 28, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

0.5

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **OSTER SHARON M**

C/O HEALTH CARE REIT.

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

HEALTH CARE REIT INC /DE/

(Check all applicable)

[HCN]

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

below)

10% Owner Officer (give title Other (specify

01/26/2015

INC., 4500 DORR STREET

(Street)

(State)

01/26/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TOLEDO, OH 43615

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

(D) or Indirect (I) (Instr. 4)

Ι

6. Ownership 7. Nature of Form: Direct Indirect

Beneficial Ownership (Instr. 4)

(A) or

Price (D)

Code V Amount

\$0 M 552 A (1)

D 25,525

Transaction(s)

(Instr. 3 and 4)

Indirect Ownership by Spouse,

Common Stock

Common

Stock

17,000

Ray Fair

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

5. Number 6. Date Exercisable and Expiration 7. Title and Amount of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. 11110 01		or framouetron batte	or in Decimen	• •	0.1.001	or Bute Briefersuo	re and Empiration	, , , , , , , , , , , , , , , , , , ,	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Date		Underlying Securities	
Security	or Exercise		any	Code	Derivative	(Month/Day/Year	·)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities				
	Derivative				Acquired				
	Security				(A) or				
					Disposed				
					of (D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
									or
						Date Exercisable	Expiration Date	Title	Number
									of
				Code V	(A) (D)				Shares
Deferred									
Stock	\$ 0 (2)	01/26/2015		M	552	01/26/2015(2)	01/26/2015(2)	Common	552 (1)
Units	¥ 	01,23/2013		1,1	332	01,20,2013_	01,20,2013_	Common	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Otho	

3. Transaction Date 3A. Deemed

OSTER SHARON M C/O HEALTH CARE REIT, INC. 4500 DORR STREET TOLEDO, OH 43615

X

Signatures

1. Title of 2.

By: Erin C. Ibele Attorney-in-Fact For: Sharon M. Oster

01/28/2015

**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 reported transaction was a vesting of 552 deferred stock units on January 26, 2015, resulting in the issuance of 552 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- 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 three installments, with 553 units having vested on January 26 of each of 2013 and 2014 and 552 units having vested on January 26, 2015.
- Includes (i) 1,022 deferred stock units granted on February 7, 2013, with 511 units vesting on February 7 of each of 2015 and 2016 and (3) (ii) 1,688 deferred stock units granted on February 6, 2014, with 563 units vesting on February 6 of each of 2015 and 2016 and 562 units vesting on February 6, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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