

HEALTH CARE REIT INC /DE/

Form 4

February 03, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
01/31/2015

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

TOLEDO, OH 43615

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
Person

(City) (State) (Zip)

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)
Common Stock	01/31/2015		M	(A) or (D) 4,797 (1) A \$ 0 (1)	52,260	D	
Common Stock	01/31/2015		F	2,324 (2) D \$ 81.95	49,936	D	
Common Stock					32,247	I	LLC (3)

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**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Deferred Stock Units	\$ 0 ⁽⁴⁾	01/31/2015		M	4,797	01/31/2015 ⁽⁴⁾ 01/31/2015 ⁽⁴⁾	Common	4,797 (1)

Reporting Owners

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

Signatures

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

02/03/2015

**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 4,797 deferred stock units on January 31, 2015, resulting in the issuance of 4,797 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- (2) Tax withholding in shares of common stock on 4,797 deferred stock units granted on January 26, 2012, which grant vested on January 31, 2015.
- (3) 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.
- (4) 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 4,797 units having vested on January 31 of each of 2012 and 2015 and 4,797 units vesting on January 31 of each of 2016 and 2017.

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

Edgar Filing: HEALTH CARE REIT INC /DE/ - Form 4

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.