

HEALTH CARE REIT INC /DE/  
Form 4  
February 09, 2015

**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 \*  
PELHAM JUDITH C

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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/05/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O HEALTH CARE REIT, INC., 4500 DORR STREET

(Street)

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

TOLEDO, OH 43615

(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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/07/2015		M	511 A	\$ 0 (1)	1,804	D
Common Stock	02/06/2015		M	563 A	\$ 0 (2)	2,367	D

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

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SEC 1474 (9-02)

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**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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Deferred Stock Units	\$ 0 <sup>(3)</sup>	02/07/2015		M	511	02/07/2015 <sup>(3)</sup> 02/07/2015 <sup>(3)</sup>	Common	511
Deferred Stock Units	\$ 0 <sup>(4)</sup>	02/06/2015		M	563	02/06/2015 <sup>(4)</sup> 02/06/2015 <sup>(4)</sup>	Common	563
Deferred Stock Units	\$ 0 <sup>(5)</sup>	02/05/2015		A	1,532	02/05/2016 <sup>(5)</sup> 02/05/2016 <sup>(5)</sup>	Common	1,532

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PELHAM JUDITH C C/O HEALTH CARE REIT, INC. 4500 DORR STREET TOLEDO, OH 43615	X			

## Signatures

By: Erin C. Ibele Attorney-in-Fact For: Judith C. Pelham 02/09/2015

\_\_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 511 deferred stock units on February 7, 2015, resulting in the issuance of 511 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
  - (2) The reported transaction was a vesting of 563 deferred stock units on February 6, 2015, resulting in the issuance of 563 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
  - (3) These deferred stock units were granted without cash consideration on February 7, 2013 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

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Care REIT, Inc. at the time of vesting of the unit. These deferred stock units vest in three installments, with 512 units having vested on February 7, 2014, 511 units having vested on February 7, 2015 and 511 units vesting on February 7, 2016.

- (4) These deferred stock units were granted without cash consideration on February 6, 2014 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 563 units having vested on February 6, 2015, 563 units vesting on February 6, 2016 and 562 units vesting on February 6, 2017.

- (5) These deferred stock units were granted without cash consideration on February 5, 2015 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 one installment, with 1,532 units vesting on February 5, 2016.

- (6) Includes (i) 511 deferred stock units granted on February 7, 2013, with 511 units vesting on February 7, 2016; (ii) 1,125 deferred stock units granted on February 6, 2014; with 563 units vesting on February 6, 2016 and 562 units vesting on February 7, 2017 and (iii) 1,532 deferred stock units granted on February 5, 2015, with 1,532 units vesting on February 5, 2016.

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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