

VENTAS INC

Form 4

January 05, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
THEOBALD THOMAS C

(Last) (First) (Middle)

8 SOUND SHORE DRIVE, SUITE
285

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VENTAS INC [VTR]

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

01/01/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Stock	01/01/2009		A	(A) or (D) 2,059 (1)	\$ 0	23,108.449 (2)	D
Common Stock					3,000 (3)	I	By Trust
Common Stock					1,000 (4)	I	By Child

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

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information contained in this form are not
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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 33.57	01/01/2009		A		5,000 <u>(5)</u>		01/01/2009 ⁽⁶⁾	01/01/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THEOBALD THOMAS C
8 SOUND SHORE DRIVE, SUITE 285 X
GREENWICH, CT 06830

Signatures

Thomas C. Theobald, By: T. Richard Riney,
Attorney-In-Fact

01/05/2009

**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).

- Restricted Stock Units granted by Issuer pursuant to the Ventas, Inc. 2006 Stock Plan for Directors (the "Stock Plan"). Such Units are
- (1) payable solely in Common Stock and subject to the terms and conditions of the Director's deferral election and the Stock Plan. These Restricted Stock Units vest in two equal annual installments beginning on the first anniversary of the date of grant.
 - (2) Includes 122,810 Units acquired on December 30, 2008 under the Ventas Nonemployee Director Deferred Stock Compensation Plan as a result of dividend equivalents credited with respect to the dividend on Issuer's common stock paid on December 30, 2008.
 - (3) Reporting Person disclaims beneficial ownership of these 3,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
 - (4) Reporting Person disclaims beneficial ownership of these 1,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.

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(5) Stock Options granted by Issuer pursuant to the Stock Plan.

(6) These options vest in two equal annual installments beginning on the date of grant.

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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