**VENTAS INC** Form 4 March 24, 2011

# FORM 4

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1(b).

Stock

1. Name and Address of Reporting Person * CAFARO DEBRA A			2. Issuer Name <b>and</b> Ticker or Trading Symbol VENTAS INC [VTR]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of	e of Earliest Transaction				(Check an applicable)				
111 SOUTH SUITE 4800	I WACKER DRI )	VE,	(Month/D 03/22/20	•				X Director X Officer (give below)		Owner er (specify		
CHICAGO,	(Street)			ndment, Da th/Day/Year	Ü			6. Individual or Jo Applicable Line) _X_ Form filed by N Person	One Reporting Pe	rson		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transaction Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4 a	osed c		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	03/22/2011			A	152,934 (1)	A	\$0	808,821	D			
Common								5,000 (2) (3)	I	By Trust		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N			
						Exercisable		Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CAFARO DEBRA A 111 SOUTH WACKER DRIVE, SUITE 4800	X		Chairman and CEO				
CHICAGO,, IL 60606							

### **Signatures**

Debra A. Cafaro, By: T. Richard Riney, Attorney-In-Fact

03/24/2011

\*\*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 granted by Issuer pursuant to the Ventas, Inc. 2006 Incentive Plan. These shares vest in five equal annual installments **(1)** beginning on the first anniversary of the date of grant.
- Reporting Person disclaims beneficial ownership of these 5,000 shares except to the extent of the Reporting Person's pecuniary interest in **(2)** the shares.
- As of March 22, 2011, Reporting Person also owns directly and indirectly by Trust options to purchase 1,004,363 shares of Issuer's (3)

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

Reporting Owners 2