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HEALTH CARE REIT INC /DE/
Form 8-K
February 06, 2003

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 5, 2003

HEALTH CARE REIT, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

1-8923
(Commission File
Number)

34-109
(I.R.S. E
Identificati

One SeaGate, Suite 1500, Toledo, Ohio
(Address of principal executive office)

4360
(Zip C

(419) 247-2800
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

Effective October 23, 2000, the Securities and Exchange Commission (the "SEC") adopted new rules related to insider trading. One of these new rules, Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), provides an exemption to the insider trading rules in the form of an affirmative defense. Rule 10b5-1 recognizes the creation of formal programs under which executives and other insiders may sell the securities of publicly traded companies on a regular basis pursuant to written plans that are entered into at a time when the plan participants are not aware of material non-public information and that otherwise comply with the requirements of Rule 10b5-1.

On January 28, 2003, the Board of Directors of Health Care REIT, Inc. (the "Company") adopted a resolution modifying its insider trading policy to allow insiders to sell securities of the Company pursuant to pre-arranged trading plans. Effective February 5, 2003, George L. Chapman, Chairman of the Board and Chief Executive Officer of the Company, Raymond W. Braun, President and Chief Financial Officer of the Company, and Erin C. Ibele, Vice President and Corporate Secretary of the Company, adopted individualized trading plans under Rule 10b5-1 of the 1934 Act.

Pursuant to Mr. Chapman's trading plan, Mr. Chapman has instructed his broker to exercise options and sell up to 139,519 shares of the Company's common stock during the period between February 6, 2003 and December 31, 2003. The number of shares to be exercised and sold under Mr. Chapman's plan ranges from approximately 4,500 to 25,000 shares per month, not including any unsold shares that might be carried over from a previous month.

Pursuant to Mr. Braun's trading plan, Mr. Braun has instructed his broker to exercise options and sell up to 46,000 shares of the Company's common stock

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during the period between February 5, 2003 and December 31, 2004. Under Mr. Braun's plan, 2,000 shares are to be exercised and sold each month, not including any unsold shares that might be carried over from a previous month.

Pursuant to Ms. Ibele's trading plan, Ms. Ibele has instructed her broker to exercise options and sell up to 24,000 shares of the Company's common stock during the period between February 5, 2003 and January 31, 2004. Under Ms. Ibele's plan, 2,000 shares are to be exercised and sold each month, not including any unsold shares that might be carried over from a previous month.

Reports of the details of actual sales under the plans will be filed by the officers on Forms 4 in accordance with SEC regulations.

SIGNATURE

Pursuant to the requirements of the 1934 Act, the Registrant had duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

HEALTH CARE REIT, INC.

By: /s/ George L. Chapman

George L. Chapman

Its: Chairman of the Board and Chief Executive Officer

Dated: February 6, 2003