

VENTAS INC
Form 4
May 06, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS RAYMOND J

(Last) (First) (Middle)
353 N. CLARK STREET, SUITE 3300
(Street)

CHICAGO,, IL 60654

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2013

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)
President

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/02/2013		M	61,245 A \$ 53.5	231,879	D	
Common Stock	05/02/2013		S ⁽¹⁾	61,245 D \$ 80.1967	170,634	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 53.5	05/02/2013		M	51,037	01/20/2011 ⁽²⁾ 01/20/2021	Common Stock	51,037
Stock Option (Right to Buy)	\$ 53.5	05/02/2013		M	10,208	03/16/2011 ⁽³⁾ 01/20/2021	Common Stock	10,208

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS RAYMOND J 353 N. CLARK STREET, SUITE 3300 CHICAGO, IL 60654			President	

Signatures

Raymond J. Lewis, By: T. Richard Riney,
Attorney-In-Fact

05/06/2013

**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).
- On May 2, 2013, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported in Table I. The price reported in column 4 is a weighted average price. These shares were sold by
- (1) the Reporting Person in multiple transactions at prices ranging from \$80.145 to \$80.31, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
 - (2) These options were part of a previously reported grant of 51,037 on January 20, 2011 by the Issuer to the Reporting Person that vested in three equal annual installments beginning on January 20, 2011.
 - (3) These options were part of a previously reported grant of 10,208 on March 16, 2011 by the Issuer to the Reporting Person that vested in three equal installments on March 16, 2011, January 20, 2012 and January 20, 2013.

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(4) Represents total number of unexercised stock options held by the Reporting Person as of May 2, 2013.

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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