

HEALTH CARE REIT INC /DE/
Form 4
December 16, 2004

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 *
CHAPMAN GEORGE L

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)
ONE SEAGATE, SUITE 1500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2004

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

TOLEDO, OH 43604
(City) (State) (Zip)

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/15/2004		M	35,000 A \$ 16.81	237,132.4395	D	
Common Stock	12/15/2004		S ⁽¹⁾	35,000 D \$ 36.5	202,132.4395	D	
Common Stock	12/15/2004		F	4,830 D \$ 37.19	197,302.4395	D	
Common Stock					2,792.6623	I	Account for Son ⁽²⁾
Common Stock					2,793.2815	I	Account for Son ⁽²⁾
					2,792.6623	I	

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(2) Account for son of George L. Chapman

(3) George L. Chapman III SSB IRA Rollover Custodian

(4) Options for the purchase of 175,000 shares of common stock at \$16.81 per share were granted to Mr. Chapman on October 17, 2000, which grant has previously been reported. The partial exercise of these options for the purchase of 105,000 shares has previously been reported. Of the remaining options, options for the purchase of 35,000 shares vested on December 15, 2004 and options for the purchase of 35,000 shares will vest on December 15, 2005.

(5) The options were granted under the Health Care REIT, Inc. 1995 Stock Incentive Plan and had no acquisition price.

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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