STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

#### HEALTH CARE REIT INC /DE/

Form 4

December 16, 2004

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHAPMAN GEORGE L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			HEALTH CARE REIT INC /DE/ [HCN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner Other (specify below)			
ONE SEAGATE, SUITE 1500			12/15/2004	Chairman and CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
TOLEDO, OH 43604			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acq	uired, Disposed of,	or Beneficiall	y 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. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	12/15/2004		M	35,000	A	\$ 16.81	237,132.4395	D	
Common Stock	12/15/2004		S <u>(1)</u>	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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 $\begin{array}{c} \text{Common} & \text{Account} \\ \text{Stock} & \text{for Son} \ \underline{^{(2)}} \end{array}$ 

Common 8,526.0729 I IRA (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

of Share

70,000

(4)

# 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number	

Code V (A) (D)

Option (Right to \$ 16.81 12/15/2004 M 35,000 12/15/2004 $\underline{^{(4)}}$  10/17/2010 Common Buy)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHAPMAN GEORGE L ONE SEAGATE SUITE 1500

X Chairman and CEO

**TOLEDO, OH 43604** 

## **Signatures**

By: Erin C. Ibele Attorney-in-Fact For: George L.
Chapman

\*\*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).
- (1) The sale transaction was pursuant to Mr. Chapman's 10b5-1 trading plan.

Reporting Owners 2

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- (2) Account for son of George L. Chapman
- (3) George L. Chapman III SSB IRA Rollover Custodian
  - 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,
- (4) 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. 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.