HEALTH CARE REIT INC /DE/

Form 4

August 17, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Common

Stock

(Print or Type Responses)

CHAPMAN GEORGE L

	HEALTH CARE REIT INC /DE/ [HCN]					(Check all applicable)				
(Last) (First) (Middle) ONE SEAGATE, SUITE 1500			3. Date of Earliest Transaction (Month/Day/Year) 08/15/2006					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO		
TOI EDO	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
TOLEDO	, OH 43604							Person	1	C
(City)	(State)	(Zip)	Table I -	Non-Der	ivative	Secu	rities Acqu	ired, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/)	Code	actionor I (Ins		d of (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	08/15/2006		M	17,	,500	A	\$ 16.81	245,838.9046	D	
Common Stock	08/15/2006		S(1)	17,	,500	D	\$ 37.4411	228,338.9046	D	
Common Stock								3,582.351	I	Account for Son (2)

Account

for Son

(2)

Ι

Ι

3,583.0637

3,582.2926

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Common Account Stock for Son (2) Common

Ι IRA (3) 9,811.9319 Stock

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.

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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		
					and 5)		
							Amoun

Date Number Code V (A) (D) of Share

Date Exercisable

Expiration

or

17,500

(4)

Title

Option (Right to \$ 16.81 M 17,500 12/15/2005(4) 10/17/2010 Common 08/15/2006 Buy)

Reporting Owners

Relationships Reporting Owner Name / Address

Officer Other Director 10% Owner

CHAPMAN GEORGE L

ONE SEAGATE X Chairman and CEO **SUITE 1500**

TOLEDO, OH 43604

Signatures

By: Erin C. Ibele Attorney-in-Fact For: George L. 08/17/2006 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).

Reporting Owners 2

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- (1) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated May 8, 2006.
- (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 157,500 shares has previously been reported. Of the remaining options, options for the purchase of 17,500 shares vested 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.