HEALTH CARE REIT INC /DE/

Form 4/A March 20, 2008

FORM 4

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

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)

(Last)

Security

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person * FARRAR FREDERICK L

Symbol

HEALTH CARE REIT INC /DE/ [HCN]

ONE SEAGATE, SUITE 1500

(First)

(Middle)

(Street)

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 01/21/2008

4. If Amendment, Date Original

Filed(Month/Day/Year) 01/22/2008

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) **Executive Vice President**

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

TOLEDO, OH 43604

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

01/21/2008

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Month/Day/Year) Execution Date, if (Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

(D) or

D

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

Reported Transaction(s)

(Instr. 3 and 4) Price

Code V Amount (D) \$0 A 6.746 77,491 (1)

(A)

or

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|--|---|--|--------------------|--|------------------------------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |

A

Reporting Owners

\$ 40.83

Reporting Owner Name / Address Relationships

01/21/2008

Director 10% Owner Officer Other

FARRAR FREDERICK L ONE SEAGATE, SUITE 1500 TOLEDO, OH 43604

Executive Vice President

14,693

14.69

(2)

01/15/2009(2) 01/21/2018 Common

Signatures

Option

Buy)

(Right to

By: Erin C. Ibele Attorney-in-Fact For: Frederick L.
Farrar

03/20/2008

**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 shares were granted without cash consideration as shares of restricted stock under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan.
- Options for the purchase of 14,693 shares of common stock at \$40.83 per share were granted to Mr. Farrar on January 21, 2008. Options for the purchase of 7,347 shares will vest on January 15, 2009 and options for the purchase of 7,346 shares will vest on January 15, 2010.
- (3) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

Remarks:

Amended to correct Footnote No. 2.

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.

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