

Thomas John T
Form 4
July 27, 2012

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 *
Thomas John T

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)
4500 DORR STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/25/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP- Medical Facilities

TOLEDO, OH 43615
(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	07/25/2012		F	V	3,574	D	\$ 60.87	38,575	D	
Common Stock	07/25/2012		D		23,439	D	\$ 0	15,136 ⁽¹⁾	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
Option (Right to Buy)	\$ 43.29	07/25/2012		D	9,510	01/15/2011 ⁽²⁾ 01/28/2020	Common	23,77 ⁽²⁾
Option (Right to Buy)	\$ 49.17	07/25/2012		D	11,835	01/15/2012 ⁽⁴⁾ 01/27/2021	Common	19,72 ⁽⁴⁾
Option (Right to Buy)	\$ 57.33	07/25/2012		D	17,824	01/15/2013 ⁽⁵⁾ 01/26/2022	Common	22,28 ⁽⁵⁾
Deferred Stock Units	\$ 0 ⁽⁶⁾	07/25/2012		D	13,082	01/31/2015 ⁽⁶⁾ 01/31/2017	Common	13,08 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas John T 4500 DORR STREET TOLEDO, OH 43615			EVP- Medical Facilities	

Signatures

By: Erin C. Ibele Attorney-in-Fact For: John T. Thomas
07/27/2012

**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).
Forfeiture of 23,439 shares of common stock in connection with Mr. Thomas' termination of employment on July 25, 2012. 2,712 performance shares also were forfeited in connection with Mr. Thomas' termination of employment on July 25, 2012. The performance shares are neither equity securities nor derivative securities as defined by the Commission for purposes of this form and, accordingly, are not reported separately herein.

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(2) Options for the purchase of 23,776 shares of common stock at \$43.29 per share were granted to Mr. Thomas on January 28, 2010. 4,755 options vested on July 25, 2012, 9,511 options previously vested and the remaining 9,510 options were forfeited in connection with Mr. Thomas' termination of employment on July 25, 2012. The vested options are exercisable by Mr. Thomas until July 25, 2013.

(3) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

(4) Options for the purchase of 19,726 shares of common stock at \$49.17 per share were granted to Mr. Thomas on January 27, 2011. 3,945 options vested on July 25, 2012, 3,946 options previously vested and the remaining 11,835 options were forfeited in connection with Mr. Thomas' termination of employment on July 25, 2012. The vested options are exercisable by Mr. Thomas until July 25, 2013.

(5) Options for the purchase of 22,280 shares of common stock at \$57.33 per share were granted to Mr. Thomas on January 26, 2012. 4,456 options vested on July 25, 2012 and the remaining 17,824 options were forfeited in connection with Mr. Thomas' termination of employment on July 25, 2012. The vested options are exercisable by Mr. Thomas until July 25, 2013.

(6) 17,443 deferred stock units were granted without cash consideration on January 26, 2012 under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan. 4,361 of the units vested on January 31, 2012. The remaining 13,082 units were forfeited in connection with Mr. Thomas' termination of employment on July 25, 2012.

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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