

CHAPMAN GEORGE L
Form 4
April 17, 2013

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)
4500 DORR STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2013

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/15/2013		M	4,935 A \$ 37	275,411.3487	D	
Common Stock	04/15/2013		M	7,078 A \$ 43.29	282,489.3487	D	
Common Stock	04/15/2013		S ⁽¹⁾	21,001 D \$ 70.64	261,488.3487	D	
Common Stock					6,822	I	IRA ⁽²⁾

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)

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 37	04/15/2013		M		4,935		01/15/2013 ⁽³⁾	01/29/2019	Common	24,719 ⁽³⁾
Option (Right to Buy)	\$ 43.29	04/15/2013		M		7,078		01/15/2013 ⁽⁵⁾	01/28/2020	Common	57,271 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN GEORGE L 4500 DORR STREET TOLEDO, OH 43615	X			Chairman, CEO and President

Signatures

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

04/17/2013

**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 covered by this Form 4 have been sold or acquired pursuant to a Rule 10b5-1 Sales Plan dated March 5, 2013, which is intended to comply with Rule 10b5-1.

(2) George L. Chapman III IRA FCC as Custodian.

(3) Options for the purchase of 84,820 shares of common stock at \$37.00 per share were granted to Mr. Chapman on January 29, 2009, which grant has been previously reported. The partial exercise of these options for the purchase of 60,101 shares have been previously reported. Of the remaining options, options for the purchase of 4,935 shares vested on January 15, 2013 and options for the purchase of 19,784 shares will vest on January 15, 2014.

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- (4) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.
- Options for the purchase of 95,453 shares of common stock at \$43.29 per share were granted to Mr. Chapman on January 28, 2010, which grant has previously been reported. The partial exercise of these options for the purchase of 38,182 shares has previously been reported. Of the remaining options, options for the purchase of 19,091 shares vested on January 15, 2013 and options for the purchase of 19,090 shares will vest on January 15 of each of 2014 and 2015.
- (5) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.
- (6) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

Remarks:

The shares covered by this Form 4 have been sold or acquired pursuant to a Rule 10b5-1 Sales Plan dated March 5, 2013, which

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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