

HERZOG THOMAS M

Form 4

February 14, 2019

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HERZOG THOMAS M

(Last) (First) (Middle)

1920 MAIN STREET, SUITE 1200

(Street)

IRVINE, CA 92614

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HCP, INC. [HCP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President and CEO

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 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 Beneficial Ownership (Instr. 4)
Common Stock	07/20/2018		G	V 22,604 D \$ 0	78,871	D	
Common Stock	02/13/2019		F	5,880 (1) D \$ 30.39	72,991	D	
Common Stock	02/13/2019		A	77,172 (2) A \$ 0 (3)	150,163	D	
Common Stock	02/13/2019		A	4,731 (4) A \$ 0 (3)	154,894	D	
Common Stock	02/14/2019		F	10,400 (5) D \$ 30.75	144,494	D	

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Common Stock	02/14/2019	F	782 (6)	D	\$ 30.75	143,712	D	
Common Stock						55,112	I	Family Trust

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HERZOG THOMAS M 1920 MAIN STREET SUITE 1200 IRVINE, CA 92614	X President and CEO

Signatures

Scott A. Graziano, SVP, Legal
(Attorney-In-Fact) 02/14/2019

**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) This forfeiture of shares to satisfy applicable tax withholding does not constitute a sale transaction. Pursuant to the award agreement, shares are required to be forfeited to satisfy applicable tax withholding in connection with the vesting of restricted stock units granted on

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February 13, 2017.

- (2) Represents the number of performance-based restricted stock units previously granted to the reporting person by the Company on February 14, 2018. Following certification of the performance results, the performance conditions were determined to have been satisfied on February 13, 2019, resulting in one-third (1/3) vesting on the first anniversary of the grant date, and one-third (1/3) eligible to vest on each of the second and third anniversaries of the grant date.
- (3) Each restricted stock unit represents the right to receive one share of common stock, subject to the applicable vesting schedule.
- (4) Represents the number of performance-based restricted stock units previously granted to the reporting person by the Company on October 3, 2018. Following certification of the performance results, the performance conditions were determined to have been satisfied on February 13, 2019, resulting in one third (1/3) vesting on February 14, 2019, and one-third (1/3) eligible to vest on each of the first and second anniversaries of the February 14, 2019 vest date.
- (5) This forfeiture of shares to satisfy applicable tax withholding does not constitute a sale transaction. Pursuant to the award agreement, shares are required to be forfeited to satisfy applicable tax withholding in connection with the vesting of restricted stock units granted on February 14, 2018.
- (6) This forfeiture of shares to satisfy applicable tax withholding does not constitute a sale transaction. Pursuant to the award agreement, shares are required to be forfeited to satisfy applicable tax withholding in connection with the vesting of restricted stock units granted on October 3, 2018.

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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