

VENTAS INC
Form 4
March 22, 2010

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 *
LEWIS RAYMOND J

(Last) (First) (Middle)
**111 SOUTH WACKER DRIVE,
SUITE 4800**

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VENTAS INC [VTR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2010

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)
EVP & Chief Investment Officer

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/18/2010 | | M | | 48,654 | A | \$ 30.83 |
| Common Stock | 03/18/2010 | | S ⁽¹⁾ | | 1,100 | D | \$ 47.49 |
| Common Stock | 03/18/2010 | | S ⁽¹⁾ | | 400 | D | \$ 47.495 |
| Common Stock | 03/18/2010 | | S ⁽¹⁾ | | 800 | D | \$ 47.5 |
| Common Stock | 03/18/2010 | | S ⁽¹⁾ | | 800 | D | \$ 47.505 |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|------------|---------|---|
| Common Stock | 03/18/2010 | <u>S(1)</u> | 300 | D | \$ 47.5075 | 178,163 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 3,500 | D | \$ 47.51 | 174,663 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 600 | D | \$ 47.515 | 174,063 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 1,100 | D | \$ 47.52 | 172,963 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 100 | D | \$ 47.525 | 172,863 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 400 | D | \$ 47.535 | 172,463 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 200 | D | \$ 47.5375 | 172,263 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 1,100 | D | \$ 47.54 | 171,163 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 200 | D | \$ 47.5475 | 170,963 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 3,004 | D | \$ 47.55 | 167,959 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 300 | D | \$ 47.555 | 167,659 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 200 | D | \$ 47.5575 | 167,459 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 4,300 | D | \$ 47.56 | 163,159 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 1,096 | D | \$ 47.565 | 162,063 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 400 | D | \$ 47.5675 | 161,663 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 2,784 | D | \$ 47.57 | 158,879 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 100 | D | \$ 47.579 | 158,779 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 5,450 | D | \$ 47.58 | 153,329 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 800 | D | \$ 47.585 | 152,529 | D |
| Common Stock | 03/18/2010 | <u>S(1)</u> | 300 | D | \$ 47.5875 | 152,229 | D |
| | 03/18/2010 | <u>S(1)</u> | 1,800 | D | \$ 47.59 | 150,429 | D |

| | | | | | | | |
|-----------------------------|------------|------------------|-------|---|-----------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 03/18/2010 | S ⁽¹⁾ | 100 | D | \$ 47.595 | 150,329 | D |
| Common Stock | 03/18/2010 | S ⁽¹⁾ | 3,300 | D | \$ 47.6 | 147,029 | D |
| Common Stock | 03/18/2010 | S ⁽¹⁾ | 500 | D | \$ 47.605 | 146,529 | D |
| Common Stock ⁽²⁾ | 03/18/2010 | S ⁽¹⁾ | 1,200 | D | \$ 47.62 | 145,329 | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option (Right to Buy) | \$ 30.83 | 03/18/2010 | | M | 48,654 | 01/27/2006 ⁽³⁾ | 01/27/2016 | Common Stock | 48,654 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEWIS RAYMOND J
111 SOUTH WACKER DRIVE, SUITE 4800
CHICAGO, IL 60606

EVP & Chief Investment Officer

Signatures

Raymond J. Lewis, By: T. Richard Riney,
Attorney-In-Fact

03/22/2010

__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) On March 18, 2010, the Reporting Person transmitted to the Securities and Exchange Commission a Form 144 covering the sale of the Issuer's common stock reported on Table I.
- (2) Please see the Reporting Person's subsequent Form 4 filing dated the date hereof which contains additional transactions which are part of one aggregate direction.
- (3) These options were part of a previously reported grant of 48,654 on January 27, 2006 by the Issuer to the Reporting Person that vested in three equal annual installments on January 27, 2006, January 27, 2007 and January 27, 2008.
- (4) Represents total number of unexercised stock options held by the Reporting Person as of March 18, 2010.

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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