

VENTAS INC  
Form 4  
March 02, 2017

**FORM 4**

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person \*  
Lillibridge Todd W.

(Last) (First) (Middle)  
353 N. CLARK STREET, SUITE 3300  
(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2017

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, Medical Prop. Operations

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	(A) or (D)	Price
Common Stock	02/28/2017		M		9,459	A	\$ 45.03
Common Stock	02/28/2017		S		9,459 (1)	D	\$ 65.0227
Common Stock	02/28/2017		M		29,631	A	\$ 46.88
Common Stock	02/28/2017		S		29,631 (1)	D	\$ 65.0227
Common Stock	02/28/2017		M		32,058	A	\$ 55.5

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Common Stock	02/28/2017	S	32,058 (1)	D	\$ 65.0227	135,538.043	D
Common Stock	02/28/2017	M	71,211	A	\$ 51.85	206,749.043	D
Common Stock	02/28/2017	S	71,211 (1)	D	\$ 65.0227	135,572.246 (2)	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 45.03	02/28/2017		M	9,459	01/20/2011 <sup>(3)</sup>	01/20/2021	Common Stock	9,459
Stock Option (Right to Buy)	\$ 46.88	02/28/2017		M	29,631	01/18/2012 <sup>(3)</sup>	01/18/2022	Common Stock	29,631
Stock Option (Right to Buy)	\$ 55.5	02/28/2017		M	32,058	01/23/2013 <sup>(3)</sup>	01/23/2023	Common Stock	32,058
Stock Option (Right to Buy)	\$ 51.85	02/28/2017		M	71,211	01/29/2014 <sup>(3)</sup>	01/29/2024	Common Stock	71,211

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director      10% Owner      Officer      Other

Lillibridge Todd W.  
353 N. CLARK STREET  
SUITE 3300  
CHICAGO, IL 60654

EVP, Medical  
Prop.  
Operations

## Signatures

Todd W. Lillibridge, By: T. Richard Riney,  
Attorney-In-Fact

03/02/2017

\_\_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).

On February 28, 2017, the Reporting Person transmitted to the Securities and Exchange Commission (the "SEC") a Form 144 covering the sale of the Issuer's common stock reported in Table I. The price reported in column 4 is a weighted average price. These shares were

- (1) sold by the Reporting Person in multiple transactions at prices ranging from \$65.00 to \$65.185, inclusive. The Reporting Person undertakes to provide Issuer, any security holder of Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
- (2) Includes 34.203 shares acquired between January 18, 2017 and February 28, 2017 under the Ventas Employee and Director Stock Purchase Plan.
- (3) These options were part of a previously reported grant by the Issuer to the Reporting Person which vested in three equal annual installments beginning on the date of grant.

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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