

CROCKER DOUGLAS II

Form 4

October 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
CROCKER DOUGLAS II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2012

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

**71 SOUTH WACKER DRIVE,
SUITE 3400**

(Street)

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

CHICAGO,, IL 60606

(City) (State) (Zip)

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 or (D) Price			
Common Stock	10/01/2012		A	465.06 (1) A \$ 61.82	79,107.247 (2)	D	
Common Stock	10/03/2012		M	5,000 A \$ 22.15	84,107.247	D	
Common Stock	10/03/2012		M	5,000 A \$ 27.09	89,107.247	D	
Common Stock	10/03/2012		M	5,000 A \$ 32.02	94,107.247	D	
Common Stock	10/03/2012		M	5,000 A \$ 33.57	99,107.247	D	

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Common Stock 10/03/2012 S⁽³⁾ 20,000 D \$ 62.9494 79,107.247 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)

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
Stock Option (Right to Buy)	\$ 22.15	10/03/2012		M	5,000	01/05/2004 ⁽⁴⁾ 01/05/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 27.09	10/03/2012		M	5,000	01/03/2005 ⁽⁵⁾ 01/03/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 32.02	10/03/2012		M	5,000	01/01/2006 ⁽⁶⁾ 01/01/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 33.57	10/03/2012		M	5,000	01/01/2009 ⁽⁷⁾ 01/01/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

CROCKER DOUGLAS II
71 SOUTH WACKER DRIVE, SUITE 3400
CHICAGO,, IL 60606

Signatures

Douglas Crocker, II, By: T. Richard Riney,
Attorney-in-Fact

10/03/2012

__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).

(1) Common stock in the form of units granted under the Ventas Nonemployee Directors' Deferred Stock Compensation Plan (the "Plan") in lieu of director fees pursuant to the director's deferral election. Such units are payable solely in common stock and subject to the terms and conditions of the director's deferral election and the Plan.

(2) Includes 229,370 units acquired on September 28, 2012, under the Plan as a result of dividend equivalents credited with respect to the dividend on Issuer's common stock paid on September 28, 2012.

(3) On October 3, 2012, 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 sold by the Reporting Person in multiple transactions at prices ranging from \$62.86 to \$63.02, 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 (3).

(4) These options were part of a previously reported grant of 5,000 on January 5, 2004, by the Issuer to the Reporting Person that vested in two equal annual installments beginning on January 5, 2004.

(5) These options were part of a previously reported grant of 5,000 on January 3, 2005, by the Issuer to the Reporting Person that vested in two equal annual installments beginning on January 3, 2005.

(6) These options were part of a previously reported grant of 5,000 on January 1, 2006, by the Issuer to the Reporting Person that vested in two equal annual installments beginning on January 1, 2006.

(7) These options were part of a previously reported grant of 5,000 on January 1, 2009, by the Issuer to the Reporting Person that vested in two equal annual installments beginning on January 1, 2009.

(8) Represents total number of unexercised stock options held by the Reporting Person as of October 3, 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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