

Wood Brian K
 Form 4
 February 24, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Wood Brian K

(Last) (First) (Middle)
 10350 ORMSBY PARK PLACE,
 SUITE 300
 (Street)

LOUISVILLE, KY 40223

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/22/2010

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)
 SVP-Tax

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/22/2010 | | M | | 6,550 | A | \$ 25.44 27,364.255 D |
| Common Stock | 02/22/2010 | | S ⁽¹⁾ | | 1,550 | D | \$ 45.1 25,814.255 D |
| Common Stock | 02/22/2010 | | S ⁽¹⁾ | | 500 | D | \$ 45.12 25,314.255 D |
| Common Stock | 02/22/2010 | | S ⁽¹⁾ | | 100 | D | \$ 45.14 25,214.255 D |
| Common Stock | 02/22/2010 | | S ⁽¹⁾ | | 400 | D | \$ 45.15 24,814.255 D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|------------|-------------------|---|--------|
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 400 | D | \$ 45.17 | 24,414.255 | D | |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 600 | D | \$ 45.171 | 23,814.255 | D | |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 1,000 | D | \$ 45.21 | 22,814.255 | D | |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 500 | D | \$ 45.25 | 22,314.255 | D | |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 100 | D | \$ 45.2509 | 22,214.255 | D | |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 300 | D | \$ 45.251 | 21,914.255 | D | |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 100 | D | \$ 45.2534 | 21,814.255 | D | |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 1,000 | D | \$ 45.33 | 20,839.857 (2) | D | |
| Common Stock | | | | | | 2,527 | I | By IRA |

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) | \$ 25.44 | 02/22/2010 | | M | 6,550 | 01/21/2006 ⁽³⁾ 01/21/2015 | Common Stock | 6,550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------|
| | Director | 10% Owner | Officer | Other |
| Wood Brian K 10350 ORMSBY PARK PLACE, SUITE 300 LOUISVILLE, KY 40223 | | | | SVP-Tax |

Signatures

Brian K. Wood, By: T. Richard Riney,
Attorney-In-Fact

02/24/2010

__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 February 22, 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) Includes 25.602 shares acquired between January 23, 2010 and February 23, 2010 under the Ventas Employee and Director Stock Purchase Plan.
 - (3) These options were part of a previously reported grant of 6,550 on January 21, 2005 by the Issuer to the Reporting Person that vested in three equal installments on January 21, 2006, January 21, 2007 and January 21, 2008.
 - (4) Represents total number of unexercised stock options held by the Reporting Person as of February 22, 2010.

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