

VENTAS INC
Form 4
January 04, 2011

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 *
THEOBALD THOMAS C

(Last) (First) (Middle)

8 SOUND SHORE DRIVE, SUITE 285

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2011

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 01/01/2011 | | A | (A) or (D) 1,025 (1) | \$ 0 20,449.449 | D | |
| Common Stock | | | | | 3,000 (2) | I | By Trust |
| Common Stock | | | | | 1,000 (3) | I | By Child |

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

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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 (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) | \$ 52.48 | 01/01/2011 | | A | 5,000 (4) | 01/01/2011 ⁽⁵⁾ 01/01/2021 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THEOBALD THOMAS C
8 SOUND SHORE DRIVE, SUITE 285 X
GREENWICH, CT 06830

Signatures

Thomas C. Theobald, By: T. Richard Riney,
Attorney-In-Fact 01/04/2011

__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) Restricted Stock Units granted by Issuer pursuant to the Ventas, Inc. 2006 Stock Plan for Directors (the " Stock Plan"). Such Units are payable solely in Common Stock and subject to the terms and conditions of the Director's deferral election and the Stock Plan. These Restricted Stock Units vest in two equal annual installments beginning on the first anniversary of the date of grant.
 - (2) Reporting Person disclaims beneficial ownership of these 3,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
 - (3) Reporting Person disclaims beneficial ownership of these 1,000 shares except to the extent of the Reporting Person's pecuniary interest in the shares.
 - (4) Stock options granted by Issuer pursuant to the Stock Plan.
 - (5) These options vest in two equal annual installments beginning on the date of grant.

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(6) Represents total number of unexercised stock options owned by the Reporting Person as of January 1, 2011.

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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