

GELLERT JAY M
Form 4
January 03, 2013

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 *
GELLERT JAY M

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)
21650 OXNARD ST., 22ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2013

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

(Street)
WOODLAND HILLS,, CA 91367

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

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 | 01/01/2013 | | A | (A) or (D) A | 386.279 \$ 64.72 | D | |
| Common Stock | 01/01/2013 | | A | (A) or (D) A | 1,545 (2) \$ 0 | 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)

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GELLERT JAY M
21650 OXNARD ST., 22ND FLOOR X
WOODLAND HILLS,, CA 91367

Signatures

Jay M. Gellert, By: T. Richard Riney,
Attorney-In-Fact

01/03/2013

__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) Restricted stock units granted by Issuer pursuant to the Ventas, Inc. 2012 Incentive Plan (the "Incentive Plan"). Such units are payable solely in common stock and subject to the terms and conditions of the director's deferral election and the Incentive Plan. These restricted stock units vest in two equal annual installments beginning on the first anniversary of the date of the grant.

(3) Includes 162.805 units acquired on December 28, 2012 under the Plan as a result of dividend equivalents credited with respect to the dividend on Issuer's common stock paid on December 28, 2012.

(4) Includes 199.886 shares acquired on December 28, 2012 under the Ventas, Inc. Distribution Reinvestment and Stock Purchase Plan.

(5) As of January 1, 2013, Reporting Person also owns options to purchase 45,000 shares of Issuer's common stock.

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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