

HEALTH CARE REIT INC /DE/
Form 4
February 01, 2010

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 *
CHAPMAN GEORGE L

2. Issuer Name and Ticker or Trading Symbol
HEALTH CARE REIT INC /DE/ [HCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE SEAGATE, SUITE 1500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO and President

TOLEDO, OH 43604
(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/31/2010		A		60,000 (1) \$ 0 (1)	395,589.5905	D
Common Stock	01/31/2010		A		6,342 (2) \$ 0 (2)	401,931.5905	D
Common Stock	01/31/2010		F		25,320 (3) \$ 43	376,611.5905	D
Common Stock	01/31/2010		F		2,676 (4) \$ 43	373,935.5905	D
Common Stock	01/31/2010		F		25,320 (5) \$ 43	348,615.5905	D
						4,350.8904 (6)	I

Common Stock						Account for Son ⁽⁷⁾
Common Stock				11,916,9234	I	IRA ⁽⁸⁾

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN GEORGE L ONE SEAGATE SUITE 1500 TOLEDO, OH 43604	X		Chairman, CEO and President	

Signatures

By: Erin C. Ibele Attorney-in-Fact For: George L. Chapman
Date: 02/01/2010

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) The reported transaction was the satisfaction of performance contingencies applicable to 60,000 performance share rights granted without cash consideration on January 22, 2007 under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan. The shares remained subject to

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the further condition of continued employment until January 31, 2010.

The reported transaction was the satisfaction of performance contingencies applicable to the accrual of dividend equivalent rights,

- (2) payable in shares of common stock, on 30,000 of the 60,000 performance share rights granted without cash consideration on January 22, 2007 under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan. The shares remained subject to the further condition of continued employment until January 31, 2010.
- (3) Tax withholding in shares of common stock on 60,000 performance share rights, calculated and payable at time of full vesting of the rights.
- (4) Tax withholding in shares of common stock on dividend equivalent rights, payable in shares of common stock, on 30,000 performance share rights, calculated and payable at time of full vesting of the rights.
- (5) Tax withholding in shares of common stock on 60,000 shares of restricted stock granted on January 22, 2007, which grant was previously reported, and vested on January 31, 2010.
- (6) George L. Chapman disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that he was or is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (7) Account for son of George L. Chapman.
- (8) George L. Chapman III SSB IRA Rollover Custodian.

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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