#### Edgar Filing: HEALTH CARE REIT INC /DE/ - Form 4

HEALTH CARE REIT INC /DE/ Form 4 January 21, 2011 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **OSTER SHARON M** Issuer Symbol HEALTH CARE REIT INC /DE/ (Check all applicable) [HCN] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) C/O HEALTH CARE REIT. 01/21/2011 INC., 4500 DORR STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting **TOLEDO, OH 43615** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) anv Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$0 01/21/2011 571 Μ A 17,847 D (1) Stock

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)	4. Transactic Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0 <u>(2)</u>	01/21/2011	М	571	01/21/2011(2)	01/21/2011(2)	Common	571 <u>(1)</u>

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
OSTER SHARON M C/O HEALTH CARE REIT, INC. 4500 DORR STREET TOLEDO, OH 43615	Х						
Signatures							
By: Erin C. Ibele Attorney-in-Fact I Oster	For: Share	on M.	01/	21/2011			

#### \*\*Signature of Reporting Person

# **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).
- The reported transaction was a vesting of 571 deferred stock units on January 21, 2011, resulting in the issuance of 571 shares of common (1)stock. No amount was payable in connection with the vesting or the common stock issuance.

These deferred stock units were granted without cash consideration on January 21, 2008 under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Health Care REIT, Inc. at (2)the time of vesting of the unit. These deferred stock units vest in three installments, with 572 units having vested on January 21 of each of 2009 and 2010 and 571 units having vested on January 21, 2011.

Includes (i)1,351 deferred stock units granted on January 29, 2009, with 676 units vesting on January 29, 2011 and 675 units vesting on January 29, 2012 (ii) 1,733 deferred stock units granted on January 28, 2010, with 578 units vesting on January 28 of each of 2011 and

(3) 2012 and 577 units vesting on January 28, 2013; and (iii) 491 deferred stock units granted on May 6, 2010, with 164 units vesting on May 6 of each of 2011 and 2012 and 163 units vesting on May 6, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date