#### HEALTH CARE REIT INC /DE/

Form 4 January 31, 2011

# FORM 4

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

OMB Number:

3235-0287

Check this box if no longer

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Thomas John T			2. Issuer Name <b>and</b> Ticker or Trading Symbol HEALTH CARE REIT INC /DE/	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
[HCN]						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify		
4500 DORR STREET			01/27/2011	below) below) EVP- Medical Facilities		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
TOLEDO, OH 43615				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

Table I - I	Non-Derivati	ve Securities .	Acquired,	Disposed	of, or	Beneficially	Owned
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1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquire on(A) or Disposed of	d 5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Prio	e (Instr. 3 and 4)		
Common Stock	01/27/2011		A	11,554 A $\frac{$0}{(1)}$	27,283	D	

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)

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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)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) A) d of		Underlying	7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	

Α

19,726

19,720

(2)

01/15/2012(2) 01/27/2021 Common

## **Reporting Owners**

\$ 49.17

01/27/2011

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Thomas John T			EVP-				
4500 DORR STREET			Medical				
TOLEDO, OH 43615			Facilities				

### **Signatures**

Option

Buy)

(Right to

By: Erin C. Ibele Attorney-in-Fact For: John T.
Thomas

01/31/2011

\*\*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).

The shares were granted without cash consideration as shares of restricted stock under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan. Mr. Thomas received an award of 4,068 performance shares at the same time. This award will entitle

- (1) him to receive shares of common stock, which vest in equal installments over a three-year period, if certain company-level performance measures are achieved in 2011. The performance shares are neither equity securities nor derivative securities as defined by the Commission for purposes of this Form and, accordingly, are not reported separately herein.
  - Options for the purchase of 19,726 shares of common stock at \$49.17 per share were granted to Mr. Thomas on January 27, 2011.
- (2) Options for the purchase of 3,946 shares will vest on January 15, 2012 and options for the purchase of 3,945 shares will vest on January 15 of each of 2013, 2014, 2015 and 2016.
- (3) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

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.

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