

HEALTH CARE REIT INC /DE/  
Form 4  
February 01, 2011

# 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 \*  
Miller Jeffrey H

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)  
4500 DORR STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP-Operations & Gen. Counsel

TOLEDO, OH 43615  
(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/01/2011		M	497 A \$ 40.83	54,238	D	
Common Stock	02/01/2011		S <sup>(1)</sup>	497 D \$ 49.4	53,741	D	
Common Stock	02/01/2011		M	2,003 A \$ 37	55,744	D	
Common Stock	02/01/2011		S <sup>(1)</sup>	2,003 D \$ 49.4	53,741	D	

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

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(9-02)

**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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 40.83	02/01/2011		M	497	01/15/2010 <sup>(2)</sup> 01/21/2018	Common	17,520 <sup>(2)</sup>
Option (Right to Buy)	\$ 37	02/01/2011		M	2,003	01/15/2011 <sup>(4)</sup> 01/29/2019	Common	27,050 <sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Jeffrey H 4500 DORR STREET TOLEDO, OH 43615			EVP-Operations & Gen. Counsel	

## Signatures

By: Erin C. Ibele Attorney-in-Fact For: Jeffrey H. Miller 02/01/2011

\*\*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) The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated November 8, 2010.
- (2) Options for the purchase of 18,257 shares of common stock at \$40.83 per share were granted to Mr. Miller on January 21, 2008, which grant has previously been reported. The partial exercise of these options for the purchase of 737 shares has previously been reported. Of the remaining options, options for the purchase of 3,035 shares vested on January 15, 2009, options for the purchase of 3,532 shares vested on January 15, 2010, options for the purchase of 3,651 shares vested on January 15, 2011 and options for the purchase of 3,651

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shares will vest on January 15 of each of 2012 and 2013.

- (3) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

- (4) Options for the purchase of 33,813 shares of common stock at \$37.00 per share were granted to Mr. Miller on January 29, 2009, which grant has previously been reported. The partial exercise of these options for the purchase of 6,763 shares has previously been reported. Of the remaining options, options for the purchase of 6,763 shares vested on January 15, 2011, options for the purchase of 6,763 shares will vest on January 15, 2012 and options for the purchase of 6,762 shares will vest on January 15 of each of 2013 and 2014.

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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