

HEALTH CARE REIT INC /DE/
Form 4
March 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
4500 DORR STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2012

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

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 (D) Price			
Common Stock	03/09/2012		J ⁽¹⁾	V 36,513 D \$ 0	271,295.5808	D	
Common Stock					6,822	I	IRA ⁽²⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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
Stock Option (Right to Buy)	\$ 36.5	03/09/2012		J ⁽¹⁾	V	889	01/15/2011 01/23/2016 ⁽³⁾	Common Stock	889
Stock Option (Right to Buy)	\$ 36.5	03/09/2012		J ⁽¹⁾	V	3,670	01/15/2011 01/23/2016 ⁽⁵⁾	Common Stock	3,670
Stock Option (Right to Buy)	\$ 45.73	03/09/2012		J ⁽¹⁾	V	1,448	01/15/2008 01/22/2017 ⁽⁶⁾	Common Stock	1,448
Stock Option (Right to Buy)	\$ 45.73	03/09/2012		J ⁽¹⁾	V	4,287	01/15/2008 01/22/2017 ⁽⁷⁾	Common Stock	4,287
Stock Option (Right to Buy)	\$ 40.83	03/09/2012		J ⁽¹⁾	V	1,932	01/15/2009 01/21/2018 ⁽⁸⁾	Common Stock	1,932
Stock Option (Right to Buy)	\$ 40.83	03/09/2012		J ⁽¹⁾	V	9,504	01/15/2009 01/21/2018 ⁽⁹⁾	Common Stock	9,504
Stock Option (Right to Buy)	\$ 37	03/09/2012		J ⁽¹⁾	V	14,102	01/15/2011 01/29/2019 ⁽¹⁰⁾	Common Stock	14,102

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

CHAPMAN GEORGE L
4500 DORR STREET
TOLEDO, OH 43615

X

Chairman, CEO and President

Signatures

By: Erin C. Ibele Attorney-in-Fact For: George L.
Chapman

03/13/2012

__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) Represents a transfer of 36,513 shares and 35,832 stock options to the reporting person's ex-spouse pursuant to a Decision and Judgment issued by the Court of Appeals of Ohio, Sixth Appellate District. The reporting person no longer reports as beneficially owned any securities which are beneficially owned by his ex-spouse.
- (2) George L. Chapman III IRA FCC as Custodian.
- (3) Options for the purchase of 11,111 shares of common stock at \$36.50 per share were granted to Mr. Chapman on January 23, 2006, which grant has been previously reported. The partial exercise of these options for the purchase of 4,444 shares and the transfer of 4,445 options have been previously reported. Of the remaining options, options for the purchase of 2,222 shares vested on January 15, 2011.
- (4) The options were granted under the Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.
- (5) Options for the purchase of 45,872 shares of common stock at \$36.50 per share were granted to Mr. Chapman on January 23, 2006, which grant has been previously reported. The partial exercise of these options for the purchase of 23,543 shares and the transfer of 18,349 options have been previously reported. Of the remaining options, options for the purchase of 3,980 shares vested on January 15, 2011.
- (6) Options for the purchase of 10,727 shares of common stock at \$45.73 per share were granted to Mr. Chapman on January 22, 2007, which grant has been previously reported. The transfer of 3,218 options has previously been reported. Options for the purchase of 1,073 shares vested January 15 of each of 2008, 2009 and 2010 and options for the purchase of 2,145 shares vested January 15 of each of 2011 and 2012.
- (7) Options for the purchase of 31,756 shares of common stock at \$45.73 per share were granted to Mr. Chapman on January 22, 2007, which grant has been previously reported. The transfer of 9,527 options has previously been reported. Options for the purchase of 3,176 shares vested on January 15, 2008, options for the purchase of 3,175 shares vested on January 15, 2009, options for the purchase of 3,176 shares vested on January 15, 2010 and options for the purchase of 6,351 shares vested on January 15 of each of 2011 and 2012.
- (8) Options for the purchase of 12,341 shares of common stock at \$40.83 per share were granted to Mr. Chapman on January 21, 2008, which grant has been previously reported. The transfer of 2,468 options has previously been reported. Options for the purchase of 1,235 shares vested on January 15, 2009, options for the purchase of 1,234 shares vested on January 15, 2010, options for the purchase of 2,468 shares vested on January 15 of each of 2011 and 2012 and options for the purchase of 2,468 will vest on January 15, 2013.
- (9) Options for the purchase of 60,688 shares of common stock at \$40.83 per share were granted to Mr. Chapman on January 21, 2008, which grant has been previously reported. The transfer of 12,138 options has previously been reported. Options for the purchase of 6,069 shares vested on January 15 of each of 2009 and 2010, options for the purchase of 12,138 shares vested on January 15, 2011, options for the purchase of 12,137 shares vested on January 15, 2012 and options for the purchase of 12,137 shares will vest on January 15, 2013.
- (10) Options for the purchase of 109,914 shares of common stock at \$37.00 per share were granted to Mr. Chapman on January 29, 2009, which grant has been previously reported. The partial exercise of these options for the purchase of 27,478 shares and the transfer of 10,992 options have been previously reported. Of the remaining options, options for the purchase of 5,496 shares vested on January 15, 2011, options for the purchase of 21,983 shares vested on January 15, 2012, options for the purchase of 21,983 shares will vest on January 15, 2013 and options for the purchase of 21,982 shares will vest on January 15, 2014.

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.