

Loftus Daniel R
Form 4
November 02, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Loftus Daniel R

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)
11/01/2012

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

TOLEDO, OH 43615

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	11/01/2012		F	(A) or (D) D	Amount 4,613 (1) \$ 59.37	33,262.34	D
Common Stock	11/01/2012		M	A	3,270 (2) \$ 0 (2)	36,532.34	D
Common Stock	11/01/2012		F	D	1,191 (3) \$ 59.37	35,341.34	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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
Deferred Stock Units	\$ 0 ⁽⁴⁾	11/01/2012		M	3,270	11/01/2012 ⁽⁴⁾ 11/01/2012	Common 3,270 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Loftus Daniel R 4500 DORR STREET TOLEDO, OH 43615	Senior Vice President

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Daniel R.
Loftus

11/02/2012

**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) Tax withholding in shares of common stock on 926 shares of common stock granted on January 21, 2008, 2,204 shares of common stock granted on January 29, 2009, 2,547 shares of common stock granted on January 28, 2010, 3,080 shares of common stock granted on January 27, 2011 and 4,449 shares of common stock granted on January 26, 2012, which grants vested on November 1, 2012.

(2) In connection with Mr. Loftus' termination of employment on November 1, 2012, the reported transaction was a vesting of 3,270 deferred stock units on November 1, 2012, resulting in the issuance of 3,270 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance. 339 performance shares were forfeited in connection with Mr. Loftus' termination of employment on November 1, 2012. 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.

(3) Tax withholding in shares of common stock on 3,270 deferred stock units granted on January 26, 2012, which grant vested on November 1, 2012.

(4)

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These deferred stock units were granted without cash consideration on January 26, 2012 under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan. In connection with Mr. Loftus' termination of employment on November 1, 2012, (i) 3,270 deferred stock units vested on November 1, 2012 and (ii) 25,834 stock options vested on November 1, 2012. All vested options are exercisable by Mr. Loftus until November 1, 2013.

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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