

HERMAN CHARLES J JR
Form 4
December 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
HERMAN CHARLES J JR

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)
12/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Investment Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					39,150	D	
Common Stock	12/03/2012		M		1,249	A	\$ 36.5
Common Stock	12/03/2012		M		2,667	A	\$ 45.73
Common Stock	12/04/2012		S ⁽²⁾		10,000	D	\$ 59.3076

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)	Amount or Number of Shares
Option (Right to Buy)	\$ 36.5	12/03/2012		M	1,249	01/15/2009 ⁽³⁾ 01/23/2016	Common	1,249 ⁽³⁾
Option (Right to Buy)	\$ 45.73	12/03/2012		M	2,667	01/15/2011 ⁽⁵⁾ 01/22/2017	Common	2,667 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERMAN CHARLES J JR 4500 DORR STREET TOLEDO, OH 43615			EVP & Chief Investment Officer	

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Charles J. Herman, Jr. 12/05/2012

**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) The shares are held by an Ohio limited liability company for which the reporting person is the sole manager and, as trustee for a revocable trust of the reporting person, the sole member.
- (2) The shares have been sold pursuant to a Rule 10b5-1 Sales Plan dated November 20, 2012.

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- (3) Options for the purchase of 10,684 shares of common stock at \$36.50 per share were granted to Mr. Herman on January 23, 2006, which grant has previously been reported. The partial exercise of these options for the purchase of 9,435 shares has previously been reported. Of the remaining options, options for the purchase of 417 shares vested on January 15, 2009 and options for the purchase of 416 shares vested on January 15 of each of 2010 and 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 11,279 shares of common stock at \$45.73 per share were granted to Mr. Herman on January 22, 2007, which grant has previously been reported. The partial exercise of these options for the purchase of 8,612 shares has previously been reported. Of the remaining options, options for the purchase of 481 shares vested on January 15, 2011 and options for the purchase of 2,186 shares vested on January 15, 2012.

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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