

CHAPMAN GEORGE L
Form 4
December 11, 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 *
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)
12/10/2012

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/10/2012		M		22,472	A	\$ 45.73
							247,273.5808
Common Stock	12/10/2012		M		5,966	A	\$ 40.83
							253,239.5808
Common Stock	12/10/2012		S ⁽¹⁾		34,951	D	\$ 59.5757
							218,288.5808
Common Stock							6,822
						I	IRA ⁽²⁾

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)

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)	\$ 45.73	12/10/2012		M	22,472	01/15/2008 ⁽³⁾ 01/22/2017	Common	24,003 ⁽³⁾
Option (Right to Buy)	\$ 40.83	12/10/2012		M	5,966	01/15/2009 ⁽⁵⁾ 01/21/2018	Common	26,750 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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 12/11/2012

__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 covered by this Form 4 have been sold or acquired pursuant to a Rule 10b5-1 Sales Plan dated November 30, 2012, which is intended to comply with Rule 10b5-1.
- (2) George L. Chapman III IRA FCC as Custodian.
- (3) Options for the purchase of 24,003 shares of common stock at \$45.73 per share were granted to Mr. Chapman on January 22, 2007, which grant has previously been reported. Options for the purchase 4,249 shares vested on January 15, 2008, options for the purchase of 4,248 shares vested on January 15, 2009, options for the purchase of 4,249 shares vested on January 15, 2010, options for the purchase

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of 5,309 shares vested on January 15, 2011 and options for the purchase of 5,948 shares vested on January 15, 2012.

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

Options for the purchase of 46,987 shares of common stock at \$40.83 per share were granted to Mr. Chapman on January 21, 2008, which grant has previously been reported. The partial exercise of these options for the purchase of 20,234 shares has previously been

- (5) reported. Of the remaining options, 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 1,646 shares vested on January 15, 2011, options for the purchase of 10,953 shares vested on January 15, 2012 and options for the purchase of 11,685 shares will vest on January 15, 2013.

Remarks:

The shares covered by this Form 4 have been sold or acquired pursuant to a Rule 10b5-1 Sales Plan dated November 30, 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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