

CHAPMAN GEORGE L  
Form 4  
December 18, 2012

**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 \*  
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)  
12/17/2012

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/17/2012		M		1,531 A \$ 45.73	219,819.5808	D
Common Stock	12/17/2012		M		9,102 A \$ 40.83	228,921.5808	D
Common Stock	12/17/2012		M		19,091 A \$ 43.29	248,012.5808	D
Common Stock	12/17/2012		S <sup>(1)</sup>		28,193 D \$ 58.4449	219,819.5808	D
Common Stock						6,822	I IRA <sup>(2)</sup>

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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)	\$ 45.73	12/17/2012		M	1,531	01/15/2012 <sup>(3)</sup> 01/22/2017	Common	1,531 <sup>(3)</sup>
Option (Right to Buy)	\$ 40.83	12/17/2012		M	9,102	01/15/2012 <sup>(5)</sup> 01/21/2018	Common	20,788 <sup>(5)</sup>
Option (Right to Buy)	\$ 43.29	12/17/2012		M	19,091	01/15/2012 <sup>(6)</sup> 01/28/2020	Common	76,362 <sup>(6)</sup>

## 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 12/18/2012

\_\_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)

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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.  
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. The partial exercise of these options for the purchase of 22,472 shares has previously been reported. Of the remaining options, options for the purchase of 1,531 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 26,200 shares has previously been reported. Of the remaining options, options for the purchase of 9,102 shares vested on January 15, 2012 and options for the purchase of 11,685 shares will vest on January 15, 2013.
- (6) Options for the purchase of 95,453 shares of common stock at \$43.29 per share were granted to Mr. Chapman on January 28, 2010, which grant has previously been reported. The partial exercise of these options for the purchase of 19,091 shares has previously been reported. Of the remaining options, options for the purchase of 19,091 shares vested on January 15, 2012, options for the purchase of 19,091 shares will vest on January 15, 2013 and options for the purchase of 19,090 shares will vest on January 15 of each of 2014 and 2015.
- (7) The options were granted under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan and had no acquisition price.

### 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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