

DEROSA THOMAS J
Form 4
January 29, 2013

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 *
DEROSA THOMAS J

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O HEALTH CARE REIT, INC., 4500 DORR STREET

(Street)

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

TOLEDO, OH 43615

(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)	
				(A) or (D)	Price			
				Code V	Amount			
Common Stock	01/28/2013		M	577	A	\$ 0 (1)	26,704	D
Common Stock	01/27/2013		M	644	A	\$ 0 (2)	27,348	D
Common Stock	01/26/2013		M	553	A	\$ 0 (3)	27,901	D

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
Deferred Stock Units	\$ 0 ⁽⁴⁾	01/28/2013		M	577	01/28/2013 ⁽⁴⁾ 01/28/2013 ⁽⁴⁾	Common	577 ⁽¹⁾
Deferred Stock Units	\$ 0 ⁽⁵⁾	01/27/2013		M	644	01/27/2013 ⁽⁵⁾ 01/27/2013 ⁽⁵⁾	Common	644 ⁽²⁾
Deferred Stock Units	\$ 0 ⁽⁶⁾	01/26/2013		M	553	01/26/2013 ⁽⁶⁾ 01/26/2013 ⁽⁶⁾	Common	553 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEROSA THOMAS J C/O HEALTH CARE REIT, INC. 4500 DORR STREET TOLEDO, OH 43615		X		

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Thomas J. DeRosa 01/29/2013

__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 reported transaction was a vesting of 577 deferred stock units on January 28, 2013, resulting in the issuance of 577 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

- (2) The reported transaction was a vesting of 644 deferred stock units on January 27, 2013, resulting in the issuance of 644 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- (3) The reported transaction was a vesting of 553 deferred stock units on January 26, 2013, resulting in the issuance of 553 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

- (4) These deferred stock units were granted without cash consideration on January 28, 2010 under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Health Care REIT, Inc. at the time of vesting of the unit. These deferred stock units vest in three installments, with 578 units having vested on January 28 of each of 2011 and 2012 and 577 units having vested on January 28, 2013.

- (5) These deferred stock units were granted without cash consideration on January 27, 2011 under the Amended and Restated Health Care REIT, Inc. 2005 Long-Term Incentive Plan. Each deferred stock unit represents a right to receive one share of common stock of Health Care REIT, Inc. at the time of vesting of the unit. These deferred stock units vest in three installments, with 645 units having vested on January 27, 2012, 644 units having vested on January 27, 2013 and 644 units vesting on January 27, 2014.

- (6) 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. Each deferred stock unit represents a right to receive one share of common stock of Health Care REIT, Inc. at the time of vesting of the unit. These deferred stock units vest in three installments, with 553 units having vested on January 26, 2013, 553 units vesting on January 26, 2014 and 552 units vesting on January 26, 2015.

- (7) Includes (i) 163 deferred stock units granted on May 6, 2010, with 163 units vesting on May 6, 2013; (ii) 644 deferred stock units granted on January 27, 2011, with 644 units vesting on January 27, 2014; and (iii) 1,105 deferred stock units granted on January 26, 2012, with 553 units vesting on January 26, 2014 and 552 units vesting on January 26, 2015.

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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