

HEALTH CARE REIT INC /DE/
Form 4
May 07, 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 *
BALLARD WILLIAM C 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)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/06/2013 | | M | 163 A \$0 (1) | 19,955 | D | |
| Common Stock | | | | | 6,700 | I | Charitable Remainder Trust (2) |
| Common Stock | | | | | 1,800 | I | Charitable Remainder Trust (3) |
| Common Stock | | | | | 1,800 | I | Charitable Remainder |

| | | | |
|--------------|-------|---|--|
| Common Stock | 5,000 | I | Trust ⁽⁴⁾ Ownership by Spouse <u>(5)</u> |
|--------------|-------|---|--|

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Deferred Stock Units | \$ 0 ⁽⁶⁾ | 05/06/2013 | | M | 163 | 05/06/2013 ⁽⁶⁾ 05/06/2013 ⁽⁶⁾ | Common | 163 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BALLARD WILLIAM C JR C/O HEALTH CARE REIT, INC. 4500 DORR STREET TOLEDO, OH 43615 | X | | | |

Signatures

By: Erin C. Ibele Attorney-in-Fact For: William C. Ballard, Jr.

05/07/2013

__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) The reported transaction was a vesting of 163 deferred stock units on May 6, 2013, resulting in the issuance of 163 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- (2) William C. Ballard, Jr. Trustee Charitable Remainder Trust #1 for the benefit of Julie W. Ballard.
- (3) William C. Ballard, Jr. Trustee Charitable Remainder Trust #2 for the benefit of Elizabeth Ballard Lebharr.
- (4) William C. Ballard, Jr. Trustee Charitable Remainder Trust #3 for the benefit of William C. Ballard, III.
- (5) Indirect Ownership by Spouse, Julie W. Ballard.

These deferred stock units were granted without cash consideration on May 6, 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 164 units having vested on May 6 of each of 2011 and 2012 and 163 units having vested on May 6, 2013.

- (6) Includes: (i) 644 deferred stock units granted on January 27, 2011, with 644 units vesting on January 27, 2014; (ii) 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; and (iii) 1,534 deferred stock units granted on February 7, 2013, with 512 units vesting on February 7, 2014 and 511 units vesting on February 7 of each of 2015 and 2016.
- (7)

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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