HEALTH CARE REIT INC /DE/

Form 4

January 27, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires:

OMB APPROVAL

2005

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **DEROSA THOMAS J**

(First)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

HEALTH CARE REIT INC /DE/

[HCN]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/26/2014

X_ Director Officer (give title below)

10% Owner Other (specify

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

TOLEDO, OH 43615

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly 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)	TransactionAcquired (A) or Code Disposed of (D)))	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/27/2014		M	644	A	\$ 0 (1)	28,708	D	
Common Stock	01/26/2014		M	553	A	\$ 0 (2)	29,261	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. Transactic Code (Instr. 8)		, ,	•	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)		Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0 (3)	01/27/2014		M	644	01/27/2014(3)	01/27/2014(3)	Common	644 <u>(1)</u>
Deferred Stock Units	\$ 0 (4)	01/26/2014		M	553	01/26/2014(4)	01/26/2014(4)	Common	553 <u>(2)</u>

Reporting Owners

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

Signatures

By: Erin C. Ibele Attorney-in-Fact For: Thomas J.

DeRosa

01/27/2014

**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 644 deferred stock units on January 27, 2014, resulting in the issuance of 644 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 553 deferred stock units on January 26, 2014, resulting in the issuance of 553 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.
- 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 and 644 units having vested on January 27 of each of 2013 and 2014.

Reporting Owners 2

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- 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 of each of 2013 and 2014 and 552 units vesting on January 26, 2015.
- Includes (i) 552 deferred stock units granted on January 26, 2012, with 552 units vesting on January 26, 2015 and (ii) 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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.