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HEALTH CARE REIT INC /DE/ Form 4 February 10, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **KLIPSCH FRED S** Issuer Symbol HEALTH CARE REIT INC /DE/ (Check all applicable) [HCN] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 4500 DORR STREET 02/06/2014 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting **TOLEDO, OH 43615** Person (Zip) (City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Execution Date, if Security (Month/Day/Year) TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially (D) or Beneficial Disposed of (D) any Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common \$0 02/07/2014 M 512 69,871 D Α (1) Stock Indirect Ownership Common 3,500 Ι by Spouse, Stock Judy L. Klipsch

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Transacti Code (Instr. 8)	5. Number of torDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Deferred Stock Units	\$ 0 <u>(2)</u>	02/07/2014		М		512	02/07/2014(2)	02/07/2014(2)	Common	512
Deferred Stock Units	\$ 0 <u>(3)</u>	02/06/2014		А	1,688		02/06/2015 <u>(3)</u>	02/06/2017 <u>(3)</u>	Common	1,6 _(

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips						
Reporting O when I tunie / I turiess	Director	10% Owner	Officer	Other					
KLIPSCH FRED S 4500 DORR STREET TOLEDO, OH 43615	Х								
Signatures									
By: Erin C. Ibele Attorney-in-I Klipsch	Fact For: 1	02/10/2014							

**Signature of Reporting Person

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 512 deferred stock units on February 7, 2014, resulting in the issuance of 512 shares of common stock. No amount was payable in connection with the vesting or the common stock issuance.

Date

These deferred stock units were granted without cash consideration on February 7, 2013 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

- (2) KEIT, the 2005 Eolig² fermi incentive main Each deferred stock unit represents a right to receive one share of common stock of relating Care REIT, Inc. at the time of vesting of the unit. These deferred stock units vest in three installments, with 512 units having vested on February 7, 2014 and 511 units vesting on February 7 of each of 2015 and 2016.
- (3) These deferred stock units were granted without cash consideration on February 6, 2014 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 563 units vesting on February

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6 of each of 2015 and 2016 and 562 units vesting on February 6, 2017.

Includes (i) 552 deferred stock units granted on January 26, 2012, with 552 units vesting on January 26, 2015; (ii) 1,022 deferred stock
(4) units granted on February 7, 2013, with 511 units vesting on February 7 of each of 2015 and 2016 and (iii) 1,688 deferred stock units granted on February 6, 2014, with 563 units vesting on February 6 of each of 2015 and 2016 and 562 units vesting on February 6, 2017.

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.